

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION**

In re:)	Chapter 11
)	
THE KRYSTAL COMPANY, <i>et al.</i> , ¹)	Case No. 20-61065 (PWB)
)	
)	
Debtors.)	(Jointly Administered)
)	

**CONSOLIDATED FIRST AND FINAL APPLICATION FOR
ALLOWANCE OF FEES AND REIMBURSEMENT OF EXPENSES**

King & Spalding LLP (“K&S”), counsel to the above-captioned debtors and debtors in possession (collectively, the “Debtors”), Scroggins & Williamson, P.C. (“S&W”), conflicts counsel to the Debtors, Alvarez & Marsal North America, LLC (“A&M”), retained to provide Jonathan Tibus as the Debtors’ chief restructuring officer and certain additional personnel, Piper Sandler & Co. (“Piper Sandler”), investment banker to the Debtors, Kelley Drye & Warren LLP (“Kelley Drye”), counsel to the Official Committee of Unsecured Creditors (the “Committee”), Arnall Golden Gregory LLP (“AGG”), co-counsel to the Committee, and FTI Consulting, Inc. (“FTI”), financial advisor to the Committee (collectively, the “Case Professionals”) hereby submit this first and final application (the “Application”) seeking allowance of compensation and reimbursement of expenses pursuant to sections 330 and 331 of Title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2016(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), any applicable local bankruptcy rules of the United States Bankruptcy

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: The Krystal Company (4140); Krystal Holdings, Inc. (5381); and K-Square Acquisition Co., LLC (8916). The location of the Debtors’ corporate headquarters and service address is: 1455 Lincoln Parkway, Suite 600, Dunwoody, Georgia 30346.

Court for the Northern District of Georgia (the “Local Bankruptcy Rules”), the *Amended and Restated General Order 26-2019, Procedures for Complex Chapter 11 Cases*, dated November 4, 2019 (the “Complex Case Procedures”), and the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the “UST Guidelines”) for the period commencing on January 19, 2020 through and including July 31, 2020 (the “Compensation Period”). In support of this Application, the Case Professionals respectfully represent as follows:

Jurisdiction

1. The United States Bankruptcy Court for the Northern District of Georgia has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Consideration of this Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
2. Venue of this proceeding is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

3. On January 19, 2020 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code with the Court. On January 22, 2020, the Court entered an order [Docket No. 33] authorizing the joint administration and procedural consolidation of the Chapter 11 Cases pursuant to Bankruptcy Rule 1015(b). No request has been made for the appointment of a trustee or examiner in these Chapter 11 Cases.

4. On February 11, 2020, the United States Trustee for the Northern District of Georgia (the “U.S. Trustee”) appointed the Committee. *See Appointment and Notice of Appointment of Committee of Creditors Holding Unsecured Claims* [Docket No. 143].

5. Prior to Closing the sale of substantially all of the Debtors' assets on May 18, 2020 (the "Closing Date"), the Debtors operated their businesses and managed their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

6. The factual background relating to the Debtors' commencement of these chapter 11 cases is set forth in detail in the *Declaration of Jonathan M. Tibus in Support of Chapter 11 Petitions and First Day Pleadings* [Docket No. 17] (the "First Day Declaration") filed on the Petition Date and incorporated herein by reference.

7. On the Closing Date, the Debtors closed the sale of substantially all of their assets pursuant to that certain Asset Purchase Agreement, dated as of May 6, 2020, between DB KRST Investors LLC (the "Purchaser") and Debtor The Krystal Company, as amended by that certain First Amendment to Asset Purchase Agreement, dated as of May 12, 2020 between Purchaser and Debtor The Krystal Company (as further amended, supplemented, or otherwise modified from time to time and including all related instruments, documents, exhibits, schedules, and agreements thereto, collectively, the "Agreement").

8. The Debtors filed a motion to dismiss these cases on August 17, 2020 [Docket No. 596] (the "Dismissal Motion"). The Dismissal Motion is scheduled to be heard on September 22, 2020 at 10:00 a.m. ET. *See* Notice of Hearing [Docket No. 598].

9. This Application has been prepared in accordance with the Bankruptcy Rules, the Local Bankruptcy Rules, the Complex Case Procedures, and the UST Guidelines.

10. The Case Professionals represent that the Debtors have received and reviewed this Application. The Debtors have found that this Application accurately represents the work done by the Case Professionals and approves the request for compensation and reimbursement sought in this Application.

11. The Debtors have filed their monthly operating reports for all periods through August 9, 2020, and will pay all quarterly U.S. Trustee fees as and when due.

Retention of the Case Professionals

12. On February 5, 2020, the Debtors applied to the Court for an order approving the retention of K&S as its bankruptcy counsel [Docket No. 123] (the “K&S Retention Application”) to perform legal services necessary to enable the Debtors to execute their financial restructuring through chapter 11. On February 10, 2020, the Court entered an order [Docket No. 135] (the “K&S Retention Order”) authorizing the Debtors to retain K&S as its counsel under the terms set forth in the K&S Retention Application.

13. On February 5, 2020, the Debtors applied to the Court for an order approving the retention of S&W as its conflicts counsel [Docket No. 124] (the “S&W Retention Application”). On February 10, 2020, the Court entered an order [Docket No. 136] (the “S&W Retention Order”) authorizing the Debtors to retain S&W as its conflict counsel under the terms set forth in the S&W Retention Application.

14. On February 5, 2020, the Debtors applied to the Court for an order approving the retention of A&M [Docket No. 125] (the “A&M Retention Application”) to provide Jonathan Tibus as the Debtors’ chief restructuring officer and certain additional personnel. On February 10, 2020, the Court entered an order [Docket No. 137] (the “A&M Retention Order”) authorizing the Debtors to retain A&M to provide Jonathan Tibus as the Debtors’ chief restructuring officer and certain additional personnel under the terms set forth in the A&M Retention Application.

15. On February 5, 2020, the Debtors applied to the Court for an order approving the retention of Piper Sandler as its investment banker [Docket No. 126] (the “Piper Sandler Retention Application”). On February 10, 2020, the Court entered an order [Docket No. 138]

(the “Piper Sandler Retention Order”) authorizing the Debtors to retain Piper Sandler as its investment banker under the terms set forth in the Piper Sandler Retention Application.

16. On March 2, 2020, the Committee applied to the Court for an order approving the retention of Kelley Drye as its counsel [Docket No. 209] (the “Kelley Drye Retention Application”). On March 3, 2020, the Court entered an order [Docket No. 214] (the “Kelley Drye Retention Order”) authorizing the Committee to retain Kelley Drye as its counsel under the terms set forth in the Kelley Drye Retention Application.

17. On February 28, 2020, the Committee applied to the Court for an order approving the retention of AGG as co-counsel to the Committee [Docket No. 203] (the “AGG Retention Application”). On March 3, 2020, the Court entered an order [Docket No. 213] (the “AGG Retention Order”) authorizing the Committee to retain AGG as its co-counsel under the terms set forth in the AGG Retention Application.

18. On March 3, 2020, the Committee applied to the Court for an order approving the retention of FTI as its financial advisor [Docket No. 217] (the “FTI Retention Application” and, together with the K&S Retention Application, S&W Retention Application, A&M Retention Application, Piper Sander Retention Application, Kelley Drye Retention Application, and AGG Retention Application, the “Retention Applications”). On March 4, 2020, the Court entered an order [Docket No. 226] (the “AGG Retention Order” and, together with the K&S Retention Order, S&W Retention Order, A&M Retention Order, Piper Sander Retention Order, Kelley Drye Retention Order, and AGG Retention Order, the “Retention Orders”) authorizing the Committee to retain FTI as its financial advisor under the terms set forth in the FTI Retention Application.

Summary of Professional Compensation and Reimbursement of Expenses Requested

19. Pursuant to this Application, the Case Professionals seek final allowance of compensation for professional services performed and reimbursement of expenses incurred in connection with the rendition of the professional services during the Compensation Period as set forth below and on Exhibits A-1 through A-7 attached hereto.

- a. K&S seeks final allowance of compensation for professional services performed during the Compensation Period in the amount of \$1,533,613.50 and reimbursement of expenses incurred in connection with the rendition of such services in the amount of \$8,886.80. During the Compensation Period, K&S attorneys and paraprofessionals expended a total of 1,817.9 hours in connection with the necessary services performed.
- b. S&W seeks final allowance of compensation for professional services performed during the Compensation Period in the amount of \$258,800.00 and reimbursement of expenses incurred in connection with the rendition of such services in the amount of \$388.22. During the Compensation Period, S&W attorneys and paraprofessionals expended a total of 528.1 hours in connection with the necessary services performed.
- c. A&M seeks final allowance of the Completion Fee (as defined in the A&M Retention Application) in the amount of \$250,000.00, compensation for professional services performed during the Compensation Period in the amount of \$1,998,270.00 and reimbursement of expenses incurred in connection with the rendition of such services in the amount of \$16,314.90. During the Compensation Period, A&M professionals expended a total of 2,877.7 hours in connection with the necessary services performed.
- d. Piper Sandler seeks final allowance of the Sale Fee (as defined in the Piper Sandler Retention Application) and Monthly Fees (as defined in the Piper Sandler Retention Application) incurred during the Compensation Period in the amount of \$1,732,500.00 and reimbursement of expenses incurred in connection with the rendition of such services in the amount of \$8,064.03.
- e. Kelley Drye seeks final allowance of compensation for professional services performed during the Compensation Period in the amount of \$545,266.35 and reimbursement of expenses incurred in connection with the rendition of such services in the amount of \$3,049.68. During the Compensation Period, Kelley Drye attorneys and paraprofessionals

expended a total of 786 hours in connection with the necessary services performed.

f. AGG seeks final allowance of compensation for professional services performed during the Compensation Period in the amount of \$171,381.00 and reimbursement of expenses incurred in connection with the rendition of such services in the amount of \$1,432.15. During the Compensation Period, AGG attorneys and paraprofessionals expended a total of 277.8 hours in connection with the necessary services performed.

g. FTI seeks final allowance of compensation for professional services performed during the Compensation Period in the amount of \$182,857.95 and for reimbursement of expense incurred in connection with the rendition of such services in the amount of \$1,978.22. During the Compensation Period, FTI professionals expended a total of 247.5 hours in connection with the necessary services performed.

20. The fees charged by the Case Professionals in these chapter 11 cases are billed in accordance with the Case Professionals' existing billing rates and procedures in effect during the Compensation Period and as set forth in detail in the Retention Applications. The Case Professionals submit that the fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable bankruptcy and non-bankruptcy cases in a competitive national legal market.

21. Summaries of the actual and necessary expenses incurred by each Case Professionals are attached hereto as Exhibits B-1 through B-7.

22. Summaries of the legal services rendered by K&S, S&W, Kelley Drye, and AGG are attached hereto as Exhibits C-1 through C-4. The services rendered by each of these legal Case Professionals during the Compensation Period can be grouped in the project categories or task codes set forth in Exhibits C-1 through C-4. The legal Case Professionals attempted to place the services performed in the category that best relates to the services provided. However, because certain services may relate to more than one category, services pertaining to one category may in fact be included in another category.

23. The actual detailed daily time entries and the invoices for all work performed by each Case Professional during the Compensation Period are attached as Exhibits D-1 through D-7.

24. To the best of each Case Professional's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, the Complex Case Procedures, and the UST Guidelines.

Reasonable and Necessary Services

25. The foregoing professional services performed by the Case Professionals were necessary and appropriate to the administration of the Debtors' chapter 11 cases. The professional services performed by the Case Professionals were in the best interests of the Debtors and their stakeholders. Compensation for such services is commensurate with the complexity, importance, and nature of the issues and tasks that were involved in these cases. The professional services were performed skillfully and efficiently.

26. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, to the extent section 330 of the Bankruptcy Code is applicable to each Case Professional, it is respectfully submitted that the amount requested by each Case Professional is fair and reasonable given (a) the initial posture of these cases and the nature of this reorganization; (b) the complexity of these cases; (c) the time and labor required to represent the Debtors or the Committee effectively; (d) the nature and extent of services rendered; (e) each Case Professional's experience, reputation and ability; (f) the value of each Case Professional's services; and (g) the cost of comparable services other than in a case under the Bankruptcy Code.

Compliance with Rule 2016 of Federal Rules of Bankruptcy Procedure

27. In accordance with Rule 2016 of the Federal Rules of Bankruptcy Procedure, the Case Professionals hereby state that (a) all services for which compensation is sought herein were rendered to the Debtors or the Committee, as applicable, solely in connection with the Debtors' chapter 11 cases; (b) to date on a postpetition basis each Case Professional has received only those payments made to it by the Debtors pursuant to the Retention Orders; (c) no agreement or understanding exists between any Case Professional and any other person for the sharing of compensation to be received for services rendered in or in connection with these cases; and (d) no division of compensation will be made by any Case Professional, except as between members of each Case Professional, and no agreement prohibited by 18 U.S.C. § 155 or section 504 of the Bankruptcy Code has been made.

Notice

28. The Case Professionals have provided notice of this Application to: (a) the U.S. Trustee; (b) counsel to the Committee; (c) counsel to the administrative agent for the Debtors' prepetition credit facilities; (d) the Internal Revenue Service; (e) the Georgia Department of Revenue; (f) the Attorney General for the State of Georgia; (g) the United States Attorney for the Northern District of Georgia; (h) the state attorneys general for states in which the Debtors conduct business; and (i) any party that has requested notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, the Case Professionals submit that no further notice is necessary.

No Prior Request

29. No prior request for the relief sought in the Application has been made to this or any other court.

WHEREFORE, the Case Professionals respectfully request that the Court enter an order, substantially in the form attached hereto as Exhibit E, granting the relief requested herein and further relief as the Court may deem just and proper.

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Date: September 21, 2020
Atlanta, Georgia

Respectfully submitted,
KING & SPALDING LLP

/s/ Sarah R. Borders

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EXHIBIT A-1

THE KRYSTAL COMPANY, ET AL.

Compensation Period
January 19, 2020 Through July 31, 2020
King & Spalding LLP

Timekeeper	Year Admitted to Practice	Hours Billed	2020 Hourly Rate	Total Compensation
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Partners

Sarah Borders	1989	396.8	\$1215	\$482,112.00
Sam Choy	1992	2	\$1235	\$2,470.00
Jeff Dutson	2010	275.8	\$1005	\$277,179.00
Shelby Guilbert	2004	2.2	\$950	\$2,090.00
Natasha Moffitt	2001	90.4	\$985 ²	\$89,036.50
Phyllis Sumner	1990	34	\$1025	\$34,850.00
Totals		801.2		\$887,737.50

Associates

Britney Baker	2018	253.8	\$560	\$142,128.00
Kelley Chittenden	2018	10.9	\$650 ³	\$6,797.00
Amy Dehnel	2012	14.9	\$710	\$10,792.00
Daniel Fowler	2017	8	\$590	\$4,720.00
Andrew James	2019	9	\$475	\$4,275.00
Christian Sae	2018	9.9	\$800	\$7,920.00
Nell Schiller	2011	1.5	\$920	\$1,380.00
Leia Shermohammed	2015	691.9	\$670	\$463,573.00
Totals		999.9		\$641,372.00

Staff Attorneys

Kelly Henning	2014	1.8	\$350	\$630.00
Totals		1.8		\$630.00

Specialists and Paralegals

² Natasha Moffitt's billing rate increased during the Compensation Period. In January 2020, Ms. Moffitt's billed 8.8 hours at \$984.15 per hour and, for the remainder of the Compensation Period, 81.6 hours at \$985.00.

³ Kelley Chittenden's billing rate decreased during the Compensation Period. In February 2020, Ms. Chittenden billed 7.7 hours at \$650.00 per hour and, in March 2020, 3.2 hours at \$560.00.

Timekeeper	Year Admitted to Practice	Hours Billed	2020 Hourly Rate	Total Compensation
Karen Osborne	2.9	\$330	\$957.00	
Cliff Russell	5.4	\$230	\$1,242.00	
Andra Sambataro	6.7	\$250	\$1,675.00	
Totals	15			\$3,874.00

	Total Billed Hours	Total Compensation
Total Attorneys and ParaCase Professionals	1,817.9	\$1,533,613.50
Blended Hourly Rate for Attorneys and ParaCase Professionals		\$ 843
Blended Hourly Rate for Attorneys		\$ 848
Blended Hourly Rate for ParaCase Professionals		\$ 258

EXHIBIT A-2

THE KRYSTAL COMPANY, ET AL.

Compensation Period
January 19, 2020 Through July 31, 2020
Scroggins & Williamson, P.C.

Timekeeper	Year Admitted to Practice	Hours Billed	2020 Hourly Rate	Total Compensation
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Shareholder

J. Robert Williamson	1986	278.5	\$520	\$144,820.00
Ashley R. Ray	1999	212.3	\$465	\$98,719.50
Totals		490.8		\$243,539.50

Counsel

J. Hayden Kepner, Jr.	1991	3.3	\$475	\$1,567.5
Matthew W. Levin	1991	26.2	\$475	\$12,445.00
Totals		29.5		\$14,012.50

Paralegals

Lisa Forster	7.8	\$160	\$1,248.00
Totals	7.8		\$1,248.00

	Total Billed Hours	Total Compensation
Total Attorneys and ParaCase Professionals	528.1	\$258,800.00
Blended Hourly Rate for Attorneys and ParaCase Professionals		\$ 490
Blended Hourly Rate for Attorneys		\$ 496
Blended Hourly Rate for ParaCase Professionals		\$ 160

EXHIBIT A-3

THE KRYSTAL COMPANY, ET AL.

Compensation Period
January 19, 2020 Through July 31, 2020
Alvarez & Marsal

Fee Summary – Completion Fee	
Fee	Amount Incurred
Completion Fee	\$250,000.00
Total	\$250,000.00

Fee Summary – Professional Fees				
Professional	Position	Rate	Total Hours	Total Fees
Jonathan Tibus	Managing Director	\$950	548.6	\$521,170.00
Michael Shenk	Director	\$750	791.3	\$593,475.00
Michael Larem	Director	\$725	3	\$2,175.00
Jonathan Simpson	Associate	\$575	990.3	\$569,422.50
Rob Esposito	Director	\$675	227.3	\$153,427.50
Tyler Potesta	Consultant	\$500	317.2	\$158,600.00
Totals			2877.7	\$1,998,270.00

Blended Hourly Rate: \$694

Total Fees: \$2,248,270.00

EXHIBIT A-4
THE KRYSTAL COMPANY, ET AL.

Compensation Period
January 19, 2020 Through July 31, 2020
Piper Sandler & Co.

Fee Summary

Fee Summary – Transaction Fee	
Fee	Amount Incurred
Sale Fee, Gross (4% of Transaction Value)	\$1,620,000.00
Less: Monthly Fee Credits (50% of each Monthly Fee)	(\$187,500.00)
Sale Fee, Net of Monthly Credits	\$1,432,500.00

Fee Summary – Monthly Fees	
Fee	Amount Incurred
January Monthly Fee	\$75,000.00
February Monthly Fee	\$75,000.00
March Monthly Fee	\$75,000.00
April Monthly Fee	\$75,000.00
Monthly Fees	\$300,000.00

Total Fees Owed During Compensation Period: \$1,732,500.00

The Krystal Company

Piper Sandler Final Compensation Calculation

Transaction Fee

Minimum Fee	\$	1,250,000.00
Credit Bid Amount ⁽¹⁾	\$	19,000,000.00
Assumed Liabilities	\$	21,500,000.00
Transaction Amount	\$	40,500,000.00
Sale Fee Per EL		4.0%
Sale Fee as % of Transaction	\$	1,620,000.00
Total Transaction Fee Owed	\$	1,620,000.00

Monthly Fees Paid

January Monthly Fee	\$	75,000.00
February Monthly Fee	\$	75,000.00
March Monthly Fee	\$	75,000.00
April Monthly Fee	\$	75,000.00
Total Monthly Fees Paid	\$	300,000.00

Credits

50% of December Prepetition Monthly Fee	\$	(37,500.00)
50% of January Monthly Fee	\$	(37,500.00)
50% of February Monthly Fee	\$	(37,500.00)
50% of March Monthly Fee	\$	(37,500.00)
50% of April Monthly Fee	\$	(37,500.00)
Total Credits	\$	(187,500.00)

Expenses

Total Allowed Expenses	\$	8,064.03
Total Expenses	\$	8,064.03

Total Transaction Fees Owed	\$	1,620,000.00
Total Monthly Fees	\$	300,000.00
Total Monthly Crediting	\$	(187,500.00)
Total Expenses Owed	\$	8,064.03
Total Compensation to PJC During Compensation Period	\$	1,740,564.03

(1) Consensually agreed with buyer to base calculation on a \$19M credit bid.

EXHIBIT A-5

THE KRYSTAL COMPANY, ET AL.

Compensation Period
January 19, 2020 Through July 31, 2020
Kelley Drye & Warren LLP

Timekeeper	Year Admitted to Practice	Hours Billed	2020 Hourly Rate	Total Compensation
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Partners

James R. Adams	2000	27.6	\$729	\$20,120.40
James S. Carr	1987	19.8	\$855	\$16,929.00
Eric R. Wilson	1997	253.5	\$841.50	\$213,320.25
Totals		300.9		\$258,784.65

Special Counsel

Benjamin D. Feder	1985	29.2	\$715.50	\$20,892.60
Jennifer D. Raviele	2009	.7	\$531	\$371.70
Totals		29.9		\$21,264.30

Associates

Kayci G. Hines	2016	129.0	\$468	\$51,480.00
Maeghan J. McLoughlin	2018	310.2	\$702	\$217,760.40
Total		439.2		\$268,912.80

Paralegals

Diane M Kubel	.9	\$274.5	\$247.05
Marie M. Vicinanza	15.1	\$274.5	\$4,144.95
Totals	16		\$4392.00

	Total Billed Hours	Total Compensation
Total Attorneys and ParaCase Professionals	786	\$545,266.35

Blended Hourly Rate for Attorneys and ParaCase Professionals	\$ 693
Blended Hourly Rate for Attorneys	\$ 702
Blended Hourly Rate for ParaCase Professionals	\$ 274.5

EXHIBIT A-6

THE KRYSTAL COMPANY, ET AL.

**Compensation Period
January 19, 2020 Through July 31, 2020
Arnall Golden Gregory LLP**

Timekeeper	Year Admitted to Practice	Hours Billed	2020 Hourly Rate	Total Compensation
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Partners

Sean C. Kulka	1998	195.9	\$625	\$122,437.50
Darryl S. Laddin	1990	64.1	\$670	\$42,947.00
Ronald A. Weiner	1994	.8	\$725	\$580.00
Zach Wilson	2009	.3	\$615	\$184.50
Totals		261.1		\$166,149.00

Staff Attorney

Meghan J. Wells	2016	15.9	\$315	\$5008.50
Totals		15.9		\$5008.50

Specialists and Paralegals

Toussant S. Jackson	.5	\$150	\$75
Jennifer M. Waite	.3	\$495	\$148.5
Totals	.8		\$223.50

	Total Billed Hours	Total Compensation
Total Attorneys and ParaCase Professionals	277.8	\$171,381.00

Blended Hourly Rate for Attorneys and ParaCase Professionals	\$ 616
Blended Hourly Rate for Attorneys	\$ 617
Blended Hourly Rate for ParaCase Professionals	\$ 279

EXHIBIT A-7

THE KRYSTAL COMPANY, ET AL.

**Compensation Period
January 19, 2020 Through July 31, 2020
FTI Consulting**

Professional	Position	Rate	Total Hours	Total Fees
Scott D. Friedland	Senior Managing Director	\$985	2.5	\$2,462.50
Steven Joffe	Senior Managing Director	\$1125	10.6	\$11,925.00
Steven Simms	Senior Managing Director	\$1295	5.8	\$7,511.00
Clifford Zucker	Senior Managing Director	\$985	127	\$125,095.00
Kelsey Hopkins	Senior Consultant	\$530	9.2	\$4,876.00
Michelle Kuan	Senior Consultant	\$660	83.9	\$55,374.00
Marili Hellmund-Mora	Associate	\$280	8.5	\$2,380.00
Total (Before Reduction)			247.5	\$209,623.50
Less: 50% discount for non-working travel time (\$6,448.00)				
Less: 10% voluntary reduction (\$20,317.55)				
Grand Total			247.5	\$182,857.95

Blended Rate: \$764

EXHIBIT B-1

THE KRYSTAL COMPANY, ET AL.

Summary of Disbursements and Charges

**Compensation Period
January 19, 2020 Through July 31, 2020
King & Spalding LLP**

Disbursements	Amount
Color Copies	\$273.00
Computer Research	\$1,656.31
Corporate Filings	\$0.00
Document Delivery	\$166.99
Document Retrieval	\$0.00
Duplicating Costs	\$1,465.50
Filing Fees	\$5,151.00
Telephone/Conference Calls	\$0.00
Transcription Services	\$0.00
Transportation Costs	\$54.00
Professional Fees	<u>\$120.00</u>
TOTAL	\$8,886.80

EXHIBIT B-2

THE KRYSTAL COMPANY, ET AL.

Summary of Disbursements and Charges

**Compensation Period
January 19, 2020 Through July 31, 2020
Scroggins & Williamson, P.C.**

Disbursements	Amount
Lexis	\$210.70
Pacer Service Center	\$68.70
Parking	\$72.00
Photocopies	\$22.80
Postage	<u>\$14.55</u>
TOTAL	\$388.22

EXHIBIT B-3

THE KRYSTAL COMPANY, ET AL.

Summary of Disbursements and Charges

Compensation Period
January 19, 2020 Through July 31, 2020
Alvarez & Marsal

Professional	Position	Total Expenses
Jonathan Tibus	Managing Director	\$1,186.98
Michael Shenk	Director	\$246.75
Michael Larem	Director	\$0.00
Jonathan Simpson	Associate	\$0.00
Rob Esposito	Director	\$6,859.99
Tyler Potesta	Consultant	\$8,021.18
Total		\$16,314.90

EXHIBIT B-4

THE KRYSTAL COMPANY, ET AL.

Summary of Disbursements and Charges

Compensation Period
January 19, 2020 Through July 31, 2020
Piper Sandler & Co.

Disbursements	Amount
Ground Transport	\$790.05
Airfare	\$3,987.41
Lodging	\$2,791.76
Meals	\$475.83
Other	\$18.98
TOTAL	\$8,064.03

EXHIBIT B-5

THE KRYSTAL COMPANY, ET AL.

Summary of Disbursements and Charges

Compensation Period
January 19, 2020 Through July 31, 2020
Kelley Drye & Warren LLP

Disbursements	Amount
Binding	\$9.98
Courier	\$27.68
Duplication	\$220.90
Legal Research	\$774.17
Lodging	\$541.62
Meals	\$9.62
Travel	\$989.31
Telephone	\$116.00
UCC/Lien Search	<u>\$360.40</u>
TOTAL	\$3049.68

EXHIBIT B-6

THE KRYSTAL COMPANY, ET AL.

Summary of Disbursements and Charges

Compensation Period
January 19, 2020 Through July 31, 2020
Arnall Golden Gregory LLP

Disbursements	Amount
Online Research	\$69.62
Pro Hac Vice Admission Fees	\$300.00
Postage	\$92.60
Deposition Transcripts	\$966.45
Local Travel	<u>\$3.48</u>
TOTAL	\$1,432.15

EXHIBIT B-7

THE KRYSTAL COMPANY, ET AL.

Summary of Disbursements and Charges

**Compensation Period
January 19, 2020 Through July 31, 2020
FTI Consulting**

Disbursements	Amount
Airfare	\$910.81
Lodging	\$583.04
Transportation	\$339.81
Working Meals	<u>\$144.56</u>
TOTAL	\$1,978.22

EXHIBIT C-1

Project Categories

Compensation Period: January 19, 2020 Through July 31, 2020
King & Spalding LLP

<u>Task Code</u>	<u>Task Description</u>	<u>Hours</u>	<u>Value</u>
B110	Case Administration	316.2	\$270,561.00
B120	Asset Analysis and Recovery	0	\$0.00
B130	Asset Disposition	600.1	\$530,876.00
B140	Relief from Stay / Adequate Protection	27.0	\$23,568.00
B150	Meetings of and Communications with Creditors	22.7	\$17,975.00
B160	Fee/Employment Applications	23.7	\$17,655.00
B170	Fee/Employment Objections	0	\$0.00
B180	Avoidance Action Analysis	0	\$0.00
B185	Assumption/Rejection of Leases and Contracts	55.4	\$43,359.50
B190	Other Contested Matters (excluding assump/rej. motions)	23.9	\$24,019.50
B210	Business Operations	5.5	\$5,237.00
B220	Employee Benefits/Pensions	49.8	\$37,833.50
B230	Financing/Cash Collections	74.6	\$90,639.00
B240	Tax Issues	0	\$0.00
B250	Real Estate	5.4	\$1,242.00
B260	Board of Directors Meeting	8.9	\$9,372.50
B310	Claims Administration and Objections	0.2	\$243.00
B320	Plan and Disclosure Statement (including Business Plan)	2.1	\$1,708.50
B410	General Bankruptcy Advice/Opinions	437.4	\$272,281.00
B420	Restructurings	13.9	\$44,917.00

EXHIBIT C-2

Project Categories

Compensation Period: January 19, 2020 Through July 31, 2020
Scroggins & Williamson, P.C.

<u>Task Description</u>	<u>Hours</u>	<u>Value</u>
Asset Disposition	5.8	\$2,691.00
Case Administration	148.6	\$72,222.00
Employment and Fee Apps	3.4	\$1,647.00
Financing and Cash Collateral	283.4	\$139,890.00
First/Second Day	48	\$23,436.50
Meetings/Comms w/ Creditors	21.1	\$10,631.00
Other Motions/Applications	17.8	\$8,277.00

EXHIBIT C-3

Project Categories

Compensation Period: January 19, 2020 Through July 31, 2020
Kelley Drye & Warren LLP

<u>Matter</u>	<u>Task Description</u>	<u>Hours</u>	<u>Value</u>
0001	Case Administration	21.3	\$13,655.25
0002	Pleadings Review	4.3	\$2,989.80
0003	Retention Matters (Applications & Objections)	39.5	\$23,782.95
0004	Fee Matters	77.7	\$42,646.05
0005	Financing and Cash Collateral	185.5	\$139,851.90
0006	Asset Analysis, Recovery and Disposition	163.1	\$119,078.45
0007	Executory Contracts and Leases	17.4	\$11,999.70
0008	Claims Administration, Analysis & Objection	10.1	\$6,213.15
0009	Claims Administration, Analysis & Objection	15	\$9020.7
0010	Disclosure Statement & Plan	.8	\$645.3
0011	Committee and Creditor Communications	134.9	\$100,804.00
0012	Business Operations	25.4	\$18,039.00
0013	Court Hearings	60	\$46,627.00
0014	Relief From Stay/Adequate Protection	1.8	\$1,361.00
0019	Meetings/Communications with Debtors	8.9	\$6,791.00
0020	Insider Investigation	10.9	\$761.40

EXHIBIT C-4

Project Categories

Compensation Period: January 19, 2020 Through July 31, 2020
Arnall Golden Gregory LLP

<u>Task Code</u>	<u>Task Description</u>	<u>Hours</u>	<u>Value</u>
B110	Case Administration	11.1	\$6,745.00
B120	Asset Disposition	41	\$26,259.50
B130	Asset Analysis and Recovery	10.5	\$6,690.00
B140	Relief from Stay / Adequate Protection	3.2	\$2,000.00
B150	Meetings of and Communications with Creditors	1825.4	\$8009.30
B160	Fee/Employment Applications	32.4	\$20,691.00
B170	Fee/Employment Objections	23.7	\$15,087.00
B180	Avoidance Action Analysis	0.7	\$437.50
B185	Assumption/Rejection of Leases and Contracts	14.6	\$9,210.50
B210	Business Operations	13.8	\$8,743.50
B230	Financing/Cash Collections	66.6	\$41,770.00
B230	Claims Administration and Objections	44.6	\$4,219.00
B320	Plan and Disclosure Statement	0.2	\$125.00

EXHIBIT D-1

Detailed Time Entries/Invoices

Compensation Period
January 19, 2020 Through July 31, 2020
King & Spalding LLP

KING & SPALDING

FEDERAL I.D. 58-0520153

The Krystal Company
ATTN: Bruce Vermilyea
Chief Financial Officer
1455 Lincoln Parkway E
Suite 600
Dunwoody, GA 30346

Remit To:
King & Spalding LLP
P.O. Box 116133
Atlanta, GA 30368-6133

By Wire: SunTrust Bank
ABA: 061 000 104
SWIFT: SNTRUS3A
USD Account: 88003 12475
Account Name: King & Spalding

Invoice No.	10325212
Invoice Date	02/11/20
Client No.	13459
Matter No.	253001

RE: Restructuring Advice

For Professional Services Rendered through 01/31/20:

Fees	\$	171,223.00
Expenses		6,508.33
Total this Invoice	\$	177,731.33

Payment is Due Upon Receipt

13459 Krystal Company, The
253001 Restructuring Advice
02/11/20

Invoice No. 10325212
Page 2

PROFESSIONAL SERVICES

Date	Timekeeper	Task	Description	Hours	Value
01/19/20	S Borders	B110	Preparation for hearing	3.5	4,252.50
01/19/20	L Shermohammed	B110	Prepare and file first day motions after the filing of the petitions and correspond with S. Borders and J. Dutson regarding same	5.1	3,417.00
01/20/20	J Dutson	B110	Prepare for first day hearing (4.8); calls with Lender's counsel regarding vendor support agreement (0.5); call with US Foods counsel (0.5); review Utilities motion and revise same (0.8); confer with L. Shermohamed regarding communications with chambers (0.4)	7.0	7,035.00
01/20/20	L Shermohammed	B110	Draft and revise second day motions, including retention applications, PACA motion, and 503(b)(9) motion (5.6); prepare for first day hearing (3.7); correspond with the Court regarding the filing (.7); prepare and file various first day motions (1.9)	11.9	7,973.00
01/21/20	J Dutson	B110	Prepare for first day hearing (8.5); emails regarding suggestion of bankruptcy and calls with litigation counsel regarding same (1.0); call with UST and respond to inquiries from same (1.0); respond to inquiries from creditors (1.0); review and revise agenda (0.5)	12.0	12,060.00
01/22/20	J Dutson	B110	Prepare for and attend first day hearing (5.0); review revised orders (0.8); confer with J. Tibus regarding status (0.5)	6.3	6,331.50
01/22/20	L Shermohammed	B110	Prepare for first day hearing (3.1); attend first day hearing (2.7); prepare and upload orders on first day motions (5.2); correspond with the U.S. Trustee regarding various first day orders (.5); telephone conference with L. Sanchez at KCC regarding service of first day orders (.3);	11.8	7,906.00

13459 Krystal Company, The
 253001 Restructuring Advice
 02/11/20

Invoice No. 10325212
 Page 3

Date	Timekeeper	Task	Description	Hours	Value
01/23/20	J Dutson	B110	Call with company advisors regarding status (0.5); call with litigation counsel (0.5); respond to inquiries from creditors (0.5); calls regarding US Foods issues (1.0)	2.5	2,512.50
01/24/20	S Borders	B110	Calls with landlords regarding sublease	0.3	364.50
01/24/20	J Dutson	B110	Call regarding EEOC claim and prepare for same (1.0); emails regarding data breach vendors and review documents related to same (0.5); emails and calls regarding US Foods agreement (0.8)	2.3	2,311.50
01/24/20	L Shermohammed	B110	Correspond with creditors regarding the bankruptcy filing (1.1); conference with L. Sanchez at KCC regarding service of pleadings (.2); correspond with docket staff regarding calendaring (.4); correspond with J. Feldsher and J. Dutson regarding loan documents for the Court and prepare a package of same (1.2)	2.9	1,943.00
01/27/20	J Dutson	B110	US Foods call (0.5); Agent call (0.5); lender update call (0.5); review emails regarding loan documents and UCC searches (0.4)	1.9	1,909.50
01/27/20	L Shermohammed	B110	Draft and prepare initial debtor interview information and correspond with M. Shenk and J. Simpson at Alvarez & Marsal regarding same (1.4); correspond with R. Esposito regarding the company's schedules and statements of financial affairs (.4); correspond with Krystal employees regarding the bankruptcy filing (.5); review and file certificates of service regarding first day motions and orders (.4)	2.7	1,809.00
01/28/20	J Dutson	B110	Confer with S. Borders regarding status and strategy (0.5); attend to data breach issues (0.5)	1.0	1,005.00
01/29/20	J Dutson	B110	Call with J. Tibus and S. Borders regarding status (0.5); respond to inquiries from Landlords (0.4)	0.9	904.50

13459 Krystal Company, The
253001 Restructuring Advice
02/11/20

Invoice No. 10325212
Page 4

Date	Timekeeper	Task	Description	Hours	Value
01/30/20	B Baker	B110	Calls and email correspondence with parties receiving notice in bankruptcy case	0.6	336.00
01/30/20	J Dutson	B110	Call with S. Borders regarding status and strategy (0.5); call with T. Hardin and M. Shenk regarding Travelers' claims (0.5)	1.0	1,005.00
01/30/20	A James	B110	Call creditors who responded to court notice and discuss concerns with them	1.7	807.50
01/31/20	J Dutson	B110	Call with Krystal regarding status (0.2); call with A. Ray regarding cash collateral (0.2); respond to inquiries regarding IDI (0.3)	0.7	703.50
01/31/20	A James	B110	Draft hearing agenda for February 4th and redline	1.6	760.00
01/31/20	A James	B110	Call back and speak with current/former employees of company about concerns	0.3	142.50
			Total B110	78.0	65,489.00
01/23/20	S Borders	B130	Review of confidential offering memorandum (.7); attention to bid procedures and sale process (1.0); call regarding lender input on same (.5); review of NDAs from prospective purchasers (.5)	2.7	3,280.50
01/24/20	S Borders	B130	Attention to bid procedures (.5); motion regarding same (.5); form of APA (.5)	1.5	1,822.50
01/24/20	J Dutson	B130	Respond to inquiries regarding NDA revisions (0.5); revise NDAs (0.7)	1.2	1,206.00
01/27/20	J Dutson	B130	Call with Sentinel regarding NDA and prepare for same	1.0	1,005.00
01/28/20	J Dutson	B130	Review and revise NDAs	1.5	1,507.50
01/29/20	S Borders	B130	Review of CIM (1.5); provided comments on same (.3); call with Teri Stratton regarding sale process and CIM (.5); calls with company regarding status of Ch 11 (.5); call with J. Tibus regarding sale process and financing alternatives (.7); attention to consideration of alternatives (1.0)	4.5	5,467.50
01/29/20	J Dutson	B130	Emails with Independent Director and counsel regarding NDAs	0.5	502.50

13459 Krystal Company, The
253001 Restructuring Advice
02/11/20

Invoice No. 10325212
Page 5

Date	Timekeeper	Task	Description	Hours	Value
01/30/20	S Borders	B130	Attention to sale issues and strategic alternatives including calls with client	1.5	1,822.50
			Total B130	14.4	16,614.00
01/23/20	L Shermohammed	B150	Correspond with creditors regarding the bankruptcy filing (1.6); draft correspondence to send to the Board regarding the first day hearing (.8); conference with L. Sanchez at KCC regarding service of pleadings (.4); revise suggestion of bankruptcy (.3); correspond with docket staff regarding calendaring (.4)	3.5	2,345.00
01/28/20	J Dutson	B150	Respond to inquiries from landlords (0.5); attend call with Agent and independent director (0.5); attend call with Lenders and independent director (0.5); review budget presentation and provide comments to J. Tibus (0.5); call with J. Tibus and S. Borders regarding budget (0.5)	2.5	2,512.50
			Total B150	6.0	4,857.50
01/23/20	J Dutson	B160	Review K&S retention application	1.5	1,507.50
01/27/20	J Dutson	B160	Review and revise K&S retention application	1.0	1,005.00
01/27/20	L Shermohammed	B160	Revise K&S retention application (.9); review conflicts reports relating to the K&S retention application (.3)	1.2	804.00
01/28/20	J Dutson	B160	Review and revise Piper and Alvarez employment retention applications	1.0	1,005.00
			Total B160	4.7	4,321.50
01/27/20	J Dutson	B185	Review lease agreement and attend to lease issues	1.0	1,005.00
			Total B185	1.0	1,005.00
01/29/20	J Dutson	B190	Emails with litigation counsel regarding EEOC	0.5	502.50
			Total B190	0.5	502.50
01/30/20	B Baker	B220	Discuss pension plan memorandum with L. Shermohammed (.3); review precedent pension plan	4.0	2,240.00

13459 Krystal Company, The
253001 Restructuring Advice
02/11/20

Invoice No. 10325212
Page 6

Date	Timekeeper	Task	Description	Hours	Value
			memorandum and related documents (3.7)		
01/31/20	B Baker	B220	Review pension plan documents (3.2); meet with L. Shermohammed concerning pension plan termination memorandum (.5); draft pension plan termination memorandum (4.2); email correspondence with company concerning pension plan documentation and related facts (1.0)	8.9	4,984.00
			Total B220	12.9	7,224.00
01/23/20	S Borders	B230	Attention to financing alternatives including document review; call with client and call with J. Tibus, CRO as well as R. Williamson and A.y Ray	2.8	3,402.00
01/24/20	S Borders	B230	Call with J. Tibus regarding budget and cash collateral (.8); attention to lender request to provide DIP Financing and document review regarding same (.9)	1.7	2,065.50
01/28/20	S Borders	B230	Call with TKC regarding cash collateral (.4); call with J. Tibus regarding cash collateral use (.5); call with R. Williamson and A. Ray regarding same (.9); document review regarding strategy regarding same (.7)	2.5	3,037.50
01/31/20	S Borders	B230	Prepare for hearings (.5); calls with client (.7); document review (.3); attention to sale issues (1.0); call with landlord (.3); calls with vendors regarding payment terms (.6); review of NDA issues (.5)	3.9	4,738.50
			Total B230	10.9	13,243.50
01/28/20	S Borders	B260	Call with Independent Director, Mike Elliott, P. Batista and Wells Fargo and its advisors (.9); document review regarding agenda for call (.2); call with Bank group and M. Elliott and P. Batista regarding ID role in sale process (1.0)	2.1	2,551.50
			Total B260	2.1	2,551.50

13459 Krystal Company, The
 253001 Restructuring Advice
 02/11/20

Invoice No. 10325212
 Page 7

Date	Timekeeper	Task	Description	Hours	Value
01/20/20	S Borders	B410	Preparation for first day hearings (3.0); meeting with R. Williamson and A. Ray (1.1); work on US Foods deal (.9); prepare J. Tibus for hearing (1.1); calls with Krystal regarding bankruptcy case (.8); emails with various creditors (9.9)	7.8	9,477.00
01/21/20	S Borders	B410	Preparation for first day hearings (2.5); meeting with R. Williamson and A. Ray (1.5); calls with lenders (1.0); prepared J. Tibus for hearing (1.5); calls with client (.3); respond to inquiries from creditors (1.0)	7.8	9,477.00
01/22/20	S Borders	B410	Prepare for and attend first day hearing (4.0); call with landlord (.5); attention to US Foods deal (2.1)	6.6	8,019.00
01/27/20	S Borders	B410	Call with Krystal regarding strategy (1.0); call with J. Tibus regarding strategy (.3); call with Wells Fargo regarding status (.4); call with bank group regarding status (.3); email with landlord (.2); calls with landlord (.2); document review regarding strategy (.4); call with Piper regarding sale process (.3); revised APA (.4); email to Morgan Lewis regarding same (.2)	3.7	4,495.50
01/28/20	L Shermohammed	B410	Draft and prepare initial debtor interview information and correspond with M. Shenk and J. Simpson at Alvarez & Marsal regarding same (.5); review and revise Piper Sandler retention application and correspond with I. Oberlin at Piper Sandler regarding same (.7); review and file certificate of service for the notice of commencement (.3); review the limited service list and correspond with R. Miller at KCC regarding same (.8); correspond with R. Esposito regarding the company's schedules and statements of financial affairs (.6); correspond with Krystal employees regarding	5.1	3,417.00

13459 Krystal Company, The
253001 Restructuring Advice
02/11/20

Invoice No. 10325212
Page 8

Date	Timekeeper	Task	Description	Hours	Value
			the bankruptcy filing (1.5); correspond with utilities providers regarding the utilities motion (.7)		
01/29/20	L Shermohammed	B410	Conference with M. Shenk and J. Simpson regarding the initial debtor interview (.8); review and revise Alvarez & Marsal retention application (1.1); correspond with M. Shenk regarding the pension (.2); review objection of Georgia Power to the utilities motion (.7)	2.8	1,876.00
01/30/20	L Shermohammed	B410	Correspond with Krystal employees regarding the bankruptcy filing (.9); correspond with objectors to the utilities motion regarding adequate assurance and the interim hearing (1.1); review and revise initial debtor interview information (.9); review and revise retirement plan termination memorandum (1.3); review cash flow forecast (.2); prepare materials for the second day hearing (1.2)	5.6	3,752.00
01/31/20	L Shermohammed	B410	Correspond with Krystal employees regarding the bankruptcy filing (1.7); correspond with objectors to the utilities motion regarding adequate assurance and the interim hearing (1.4); draft and revise hearing agenda (.8); review and revise initial debtor interview information (3.7); correspond with the U.S. Trustee regarding the projected cash budget (.2); correspond with B. Baker of K&S, M. Shenk at Alvarez & Marsal and T. Hardin at the company regarding termination of the pension (.6); correspond with R. Miller regarding the limited service list (.2); draft analysis of all informal and formal utility objections (1.3); correspond with C. McElroy, counsel to a landlord FAN Properties, regarding the lease rejection motion (.5);	10.4	6,968.00
Total B410				49.8	47,481.50

13459 Krystal Company, The
 253001 Restructuring Advice
 02/11/20

Invoice No. 10325212
 Page 9

Date	Timekeeper	Task	Description	Hours	Value
01/21/20	K Henning	B420	Assemble proposed orders	1.8	630.00
01/21/20	L Shermohammed	B420	Prepare for first day hearing (8.7); draft and file first day hearing agenda (.6); correspond with the Court regarding the first day hearing (.3); review and file certificates of service of first day motions (.6); conference with the U.S. Trustee regarding first day motions with J. Dutson (.7);	10.9	7,303.00
		Total B420		12.7	7,933.00
		Total		193.0	171,223.00

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Sarah Borders	Partner	52.9	1215.00	64,273.50
Jeff Dutson	Partner	47.3	1005.00	47,536.50
Britney Baker	Associate	13.5	560.00	7,560.00
Andrew James	Associate	3.6	475.00	1,710.00
Leia Shermohammed	Associate	73.9	670.00	49,513.00
Kelly Henning	Staff Attorney	1.8	350.00	630.00
Total		193.0		171,223.00

Expenses Incurred

01/31/20	Computer Research - Lexis/Westlaw	820.93
01/31/20	Duplicating Costs	536.40
01/19/20	Filing Fees - VENDOR: Shermohammed, Leia INVOICE#: 3944902401281355 DATE: 1/28/2020 Filing fee	1,717.00
01/19/20	Filing Fees - VENDOR: Shermohammed, Leia INVOICE#: 3944902401281355 DATE: 1/28/2020 Filing fee	1,717.00
01/19/20	Filing Fees - VENDOR: Shermohammed, Leia INVOICE#: 3944902401281355 DATE: 1/28/2020 Filing fee	1,717.00
	Total Expenses	6,508.33

13459 Krystal Company, The
253001 Restructuring Advice
02/11/20

Invoice No. 10325212
Page 10

Task Summary

Task		Hours	Value
B110	Case Administration	78.0	65,489.00
B130	Asset Disposition	14.4	16,614.00
B150	Meetings of and Communications with Creditors	6.0	4,857.50
B160	Fee/Employment Applications	4.7	4,321.50
B185	Assumption/Rejection of Leases and Contracts	1.0	1,005.00
B190	Other Contested Matters (excluding assumption/rejection motions)	0.5	502.50
B220	Employee Benefits/Pensions	12.9	7,224.00
B230	Financing/Cash Collections	10.9	13,243.50
B260	Board of Directors Matters	2.1	2,551.50
B410	General Bankruptcy Advice/Opinions	49.8	47,481.50
B420	Restructurings	12.7	7,933.00
Total		193.0	171,223.00

KING & SPALDING

FEDERAL I.D. 58-0520153

The Krystal Company
ATTN: Bruce Vermilyea
Chief Financial Officer
1455 Lincoln Parkway E
Suite 600
Dunwoody, GA 30346

Remit To:
King & Spalding LLP
P.O. Box 116133
Atlanta, GA 30368-6133

By Wire: SunTrust Bank
ABA: 061 000 104
SWIFT: SNTRUS3A
USD Account: 88003 12475
Account Name: King & Spalding

Invoice No.	10325212
Invoice Date	02/11/20
Client No.	13459
Matter No.	253001

RE: Restructuring Advice

For questions, contact:
Kathryn Furman +1 404 572 3599

REMITTANCE

Please return this page with your remittance.

Amount Due This Invoice	\$177,731.33
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Payment is Due Upon Receipt

KING & SPALDING

FEDERAL I.D. 58-0520153

The Krystal Company
ATTN: Tony Hardin
1455 Lincoln Parkway E
Suite 600
Dunwoody, GA 30346

Remit To:
King & Spalding LLP
P.O. Box 116133
Atlanta, GA 30368-6133

By Wire: SunTrust Bank
ABA: 061 000 104
SWIFT: SNTRUS3A
USD Account: 88003 12475
Account Name: King & Spalding

Invoice No.	10325562
Invoice Date	02/17/20
Client No.	13459
Matter No.	265001

RE: Project Chattanooga

For questions, contact:
Phyllis Sumner +1 404 572 4799

For Professional Services Rendered through 01/31/20:

Fees	\$	13,446.50
Total this Invoice	\$	13,446.50

Payment is Due Upon Receipt

13459 Krystal Company, The
 265001 Project Chattanooga
 02/17/20

Invoice No. 10325562
 Page 2

PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours	Value
12/06/19	N Moffitt	Telephone conference with J. Biddle concerning [REDACTED]	0.1	91.00
01/18/20	P Sumner	Review updates and various correspondence regarding [REDACTED] [REDACTED]	0.5	512.50
01/19/20	N Moffitt	Telephone conference with P. Sumner regarding [REDACTED] [REDACTED]	0.5	492.50
01/19/20	P Sumner	Telephone conference with N. Moffitt regarding [REDACTED] [REDACTED]	0.5	512.50
01/20/20	N Moffitt	Telephone conference with Krystal concerning [REDACTED] [REDACTED]	0.5	492.50
01/20/20	N Moffitt	Correspondence with C. Hill (Verizon) regarding [REDACTED]	0.2	197.00
01/20/20	N Moffitt	Load files to Mandiant fileshare received from [REDACTED]	0.1	98.50
01/20/20	N Moffitt	Correspondence with Verizon concerning [REDACTED] [REDACTED]	0.1	98.50
01/20/20	P Sumner	Telephone conference with N. Moffitt and client regarding [REDACTED] [REDACTED]	0.5	512.50
01/21/20	A Dehnel	Email with N. Moffitt regarding [REDACTED] [REDACTED]	0.1	71.00
01/21/20	N Moffitt	Review correspondence from PFI requesting information pertaining to [REDACTED] [REDACTED]	0.1	98.50
01/21/20	N Moffitt	Correspondence with A. Dehnel regarding [REDACTED] [REDACTED]	0.1	98.50
01/21/20	N Moffitt	Krystal telephone conference with J. Dutson regarding [REDACTED] [REDACTED] (.2); correspondence with Verizon regarding [REDACTED] (.2); correspondence with Mandiant regarding [REDACTED] (.1); correspondence with Edelman regarding [REDACTED] (.2)	0.7	689.50
01/21/20	N Moffitt	Correspondence with WorldPay regarding [REDACTED] (.2);	0.9	886.50

13459 Krystal Company, The
 265001 Project Chattanooga
 02/17/20

Invoice No. 10325562
 Page 3

Date	Timekeeper	Description	Hours	Value
		correspondence with American Express regarding [REDACTED] (.1); participate in card brand call (.5); telephone conference with S. Purcell regarding [REDACTED] (.1)		
01/21/20	N Moffitt	Call with team regarding [REDACTED]	0.3	295.50
01/21/20	P Sumner	Call with team regarding [REDACTED]	0.3	307.50
01/21/20	P Sumner	Various correspondence with team and client regarding [REDACTED]	0.5	512.50
		[REDACTED]		
01/21/20	P Sumner	Telephone conference with N. Moffitt, client, WorldPay and Card Brands regarding [REDACTED]	0.5	512.50
01/22/20	N Moffitt	Correspondence with J. Dutson regarding [REDACTED]	0.2	197.00
01/22/20	N Moffitt	Correspondence with J. Dutson regarding [REDACTED]	0.1	98.50
01/22/20	N Moffitt	Conference with Verizon regarding [REDACTED]	0.3	295.50
01/22/20	N Moffitt	Call with Mandiant [REDACTED]	0.3	295.50
01/22/20	P Sumner	Various correspondence with N. Moffitt regarding [REDACTED]	0.5	512.50
		[REDACTED]		
01/24/20	N Moffitt	Correspondence with J. Dutson regarding [REDACTED]	0.1	98.50
01/24/20	N Moffitt	Correspondence with Verizon regarding [REDACTED]; correspondence with J. Dutson regarding [REDACTED]	0.2	197.00
01/25/20	N Moffitt	Correspondence with Verizon regarding [REDACTED]	0.1	98.50
01/25/20	N Moffitt	Correspondence with J. Dutson regarding [REDACTED]	0.1	98.50
		[REDACTED]		
01/27/20	N Moffitt	Correspondence with American Express regarding [REDACTED]	0.1	98.50
01/27/20	N Moffitt	Pull contracts for [REDACTED]	0.3	295.50
01/27/20	N Moffitt	Correspondence with J. Biddle	0.1	98.50

13459 Krystal Company, The
 265001 Project Chattanooga
 02/17/20

Invoice No. 10325562
 Page 4

Date	Timekeeper	Description	Hours	Value
		regarding [REDACTED]		
01/27/20	N Moffitt	Coordinate scheduling of call with American Express	0.1	98.50
01/27/20	N Moffitt	Coordinate scheduling of call with WorldPay and King & Spalding concerning [REDACTED]	0.2	197.00
01/28/20	N Moffitt	Correspondence with P. Sumner concerning [REDACTED]	0.1	98.50
01/28/20	N Moffitt	Call with American Express concerning [REDACTED]	0.1	98.50
01/28/20	N Moffitt	Telephone conference with S. Borders and J. Dutson regarding [REDACTED] [REDACTED]	0.3	295.50
01/28/20	N Moffitt	Correspondence with J. Dutson regarding [REDACTED] [REDACTED]	0.4	394.00
01/28/20	N Moffitt	Prepare for and participate in card brand call	0.4	394.00
01/29/20	N Moffitt	Telephone conference with PFI concerning [REDACTED]	0.2	197.00
01/29/20	N Moffitt	Correspondence with Krystal concerning [REDACTED] [REDACTED]	0.2	197.00
01/29/20	P Sumner	Review updates regarding [REDACTED]; review correspondence regarding [REDACTED] [REDACTED]	0.8	820.00
01/30/20	N Moffitt	Correspondence with T. Hardin regarding [REDACTED]	0.1	98.50
01/30/20	N Moffitt	Gather [REDACTED] relevant to data breach investigation	0.3	295.50
01/30/20	N Moffitt	Prepare correspondence to S. Borders regarding [REDACTED]	0.1	98.50
01/30/20	N Moffitt	Prepare correspondence to Mandiant regarding [REDACTED] [REDACTED]	0.1	98.50
01/30/20	N Moffitt	Call with WorldPay regarding [REDACTED]	0.5	492.50
01/30/20	P Sumner	Call with N. Moffitt and WorldPay regarding [REDACTED]	0.5	512.50
01/31/20	N Moffitt	Telephone conference with PFI	0.1	98.50

13459 Krystal Company, The
265001 Project Chattanooga
02/17/20

Invoice No. 10325562
Page 5

Date	Timekeeper	Description	Hours	Value
		concerning [REDACTED] [REDACTED]		
01/31/20	N Moffitt	Correspondence with [REDACTED] [REDACTED]	0.1	98.50
		Total	13.5	13,446.50

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Natasha Moffitt	Partner	8.8	984.15	8,660.50
Phyllis Sumner	Partner	4.6	1025.00	4,715.00
Amy Dehnel	Associate	0.1	710.00	71.00
Total		13.5		13,446.50

KING & SPALDING

FEDERAL I.D. 58-0520153

Remit To:
King & Spalding LLP
P.O. Box 116133
Atlanta, GA 30368-6133

By Wire: SunTrust Bank
ABA: 061 000 104
SWIFT: SNTRUS3A
USD Account: 88003 12475
Account Name: King & Spalding

The Krystal Company
ATTN: Tony Hardin
1455 Lincoln Parkway E
Suite 600
Dunwoody, GA 30346

Invoice No. 10325562
Invoice Date 02/17/20
Client No. 13459
Matter No. 265001

RE: Project Chattanooga

For questions, contact:
Phyllis Sumner +1 404 572 4799

REMITTANCE

Please return this page with your remittance.

Amount Due This Invoice **\$13,446.50**

Payment is Due Upon Receipt

KING & SPALDING

FEDERAL I.D. 58-0520153

Remit To:
King & Spalding LLP
P.O. Box 116133
Atlanta, GA 30368-6133

By Wire: SunTrust Bank
ABA: 061 000 104
SWIFT: SNTRUS3A
USD Account: 88003 12475
Account Name: King & Spalding

The Krystal Company
ATTN: Bruce Vermilyea
Chief Financial Officer
1455 Lincoln Parkway E
Suite 600
Dunwoody, GA 30346

Invoice No.	10330812
Invoice Date	03/05/20
Client No.	13459
Matter No.	253001

RE: Restructuring Advice

For questions, contact:
Kathryn Furman +1 404 572 3599

For Professional Services Rendered through 02/29/20:

Fees	\$	370,554.00
Expenses		1,817.35
Total this Invoice	\$	372,371.35

Payment is Due Upon Receipt

13459 Krystal Company, The
 253001 Restructuring Advice
 03/05/20

Invoice No. 10330812
 Page 2

PROFESSIONAL SERVICES

Date	Timekeeper	Task	Description	Hours	Value
02/03/20	J Dutson	B110	Calls with lenders counsel (0.5); prepare for second day hearing (4.5); confer with J. Tibus and S. Borders regarding hearing strategy (0.9)	5.9	5,929.50
02/04/20	S Borders	B110	Prepare for and attend Second Day hearings	3.0	3,645.00
02/04/20	J Dutson	B110	Prepare for and attend second day hearing (4.0); call with UST's office and respond to inquiry from same (1.0)	5.0	5,025.00
02/05/20	B Baker	B110	Conduct research concerning the applicability of the automatic stay to equal protection opportunity commission complaints	7.1	3,976.00
02/05/20	J Dutson	B110	Prepare for and attend Initial Debtor Interview	1.5	1,507.50
02/10/20	B Baker	B110	Conduct research concerning free and clear sales of EEOC claims	3.9	2,184.00
02/10/20	J Dutson	B110	Prepare for hearing on US Foods	0.9	904.50
02/11/20	B Baker	B110	Review creditor matrix for correct creditor contact information (.5); call with creditor concerning creditor matrix (.4); conduct research concerning rejection of leases (3.1)	4.0	2,240.00
02/11/20	S Borders	B110	Attention to formation of UCC and calls regarding same	0.4	486.00
02/11/20	J Dutson	B110	Prepare for hearing	0.9	904.50
02/12/20	B Baker	B110	Research concerning rejection of leases	4.8	2,688.00
02/13/20	S Borders	B110	Prepare for and attend hearing on cash collateral, US Foods motion, other 2d day hearings	3.5	4,252.50
02/13/20	S Borders	B110	Emails regarding data breach (.3); emails with lender's counsel (.5); call with company regarding strategy (1.0); strategy regarding financing (3.9)	5.7	6,925.50
02/14/20	B Baker	B110	Draft bar date motion (7.0); meet with J. Dutson concerning ordinary course professional declarations (.2); review ordinary	7.7	4,312.00

13459 Krystal Company, The
 253001 Restructuring Advice
 03/05/20

Invoice No. 10330812
 Page 3

Date	Timekeeper	Task	Description	Hours	Value
			course professional motion (.1); email correspondence with ordinary course professional declaration (.4)		
02/17/20	B Baker	B110	Review written correspondence concerning Krystal case (.5); review ordinary course professional motion and procedures (.7); draft notice of hearing for bar date motion (.5)	1.7	952.00
02/17/20	S Borders	B110	Call with committee counsel regarding introduction and case background	0.7	850.50
02/18/20	B Baker	B110	Meet with S. Borders and J. Dutson concerning bar date motion (.5); review and edit bar date motion (2.8); email correspondence with KCC, lender's counsel and UCC counsel concerning bar date motion (1.5); email correspondence concerning ordinary course professional declaration (.3)	5.1	2,856.00
02/18/20	J Dutson	B110	Call with client regarding status and strategy (1.0); review MOR and emails to A&M regarding same (0.7); respond to inquiries regarding pension (0.5)	2.2	2,211.00
02/19/20	B Baker	B110	Create chart of ordinary course professionals (.7); email correspondence with A&M concerning contact information for ordinary course professionals and PBGC letter (1.2); review precedent, bankruptcy rules and local rules concerning service of bar date motion and order (1.3); discuss PBGC letter with L. Shermohammed and J. Dutson (.5)	3.7	2,072.00
02/19/20	S Borders	B110	Emails regarding lease renegotiation (.3); emails regarding PBGC changes to by laws (.3); email with R. Williamson regarding use of cash collateral (.2); document review regarding letter from PBGC (1.5); attention to auction issues (1.0); call with client regarding strategy	4.8	5,832.00

13459 Krystal Company, The
 253001 Restructuring Advice
 03/05/20

Invoice No. 10330812
 Page 4

Date	Timekeeper	Task	Description	Hours	Value
			(1.5)		
02/19/20	J Dutson	B110	Review Schedules Notes and comment on same	0.5	502.50
02/20/20	B Baker	B110	Email correspondence concerning contact information for ordinary course professionals and comments to bar date motion (1.9); discuss PBGC letter with M. Shenk and J. Dutson (.5)	2.4	1,344.00
02/21/20	B Baker	B110	Email correspondence concerning bar date motion comments (.7); revise and review bar date motion and notice of hearing (2.3); file bar date motion and notice of hearing (.8); call with clerk concerning hearing for bar date motion (.8); email correspondence concerning service of bar date motion and notice of hearing (.8); review lease rejection order concerning landlord inquiry (.7)	6.1	3,416.00
02/21/20	S Borders	B110	Call with Summit's counsel regarding financing (.5); call with Client regarding DIP strategy (.5); document review regarding bid procedures (.6); revised same along with sale order to address UCC and landlord issues (2.4); call regarding PGBC issues (.5) attention to open issues in case (.8); attention to cash collateral issues (1.5)	6.8	8,262.00
02/21/20	J Dutson	B110	Confer with S. Borders regarding outstanding items (0.3); respond to inquiries from creditors (0.3); confer with B. Baker regarding bar date motion (0.2); review and comment on Schedules and SOFAs (1.5)	2.3	2,311.50
02/24/20	B Baker	B110	Update chart with OCP contact information (.8); Email correspondence concerning OCP declarations (.8)	1.6	896.00
02/25/20	B Baker	B110	Email correspondence concerning OCP declarations	0.6	336.00
02/25/20	J Dutson	B110	Revise 503b9 order and emails with Flowers Foods regarding	2.4	2,412.00

13459 Krystal Company, The
 253001 Restructuring Advice
 03/05/20

Invoice No. 10330812
 Page 5

Date	Timekeeper	Task	Description	Hours	Value
			same (0.7); emails regarding outstanding real estate issues (0.5); prepare for 341 meeting (1.2)		
02/26/20	B Baker	B110	Meet with L. Shermohammed concerning OCP schedule, pension termination, hearing agenda, and motion to compel lease rejection or assumption (.7); draft hearing agenda (2.0); research precedent response to motion to compel lease rejection or assumption (1.4)	4.1	2,296.00
02/26/20	S Borders	B110	Call with J. Feldscher regarding financing (.5); call with J. Tibus regarding DIP financing (.5); revised bid procedures and sale order (1.); call with UCC counsel regarding same (.5); emails with lender regarding same (.3) call with S. Fizman (.5); review of term sheet from S. Fizman and call with J. Tibus regarding same (.7); document review regarding sale process (.7)	4.7	5,710.50
02/26/20	J Dutson	B110	Emails and calls with committee and estate professionals regarding retention applications	1.5	1,507.50
02/26/20	J Dutson	B110	Prepare for and attend 341 meeting (3.0); revise 503b9 order and emails regarding same (0.8)	3.8	3,819.00
02/27/20	B Baker	B110	Email correspondence concerning OCP declarations	0.3	168.00
02/27/20	J Dutson	B110	Prepare for omnibus hearing (1.0); revise 503b9 order and emails regarding same (0.3); review OCP order reversions (0.5); review committee's cash collateral objection (0.3)	2.1	2,110.50
02/28/20	B Baker	B110	Email correspondence concerning OCP declarations (.5); research precedent response to motion to compel lease rejection or assumption (.9)	1.4	784.00
02/28/20	S Borders	B110	Call with R. Williamson (.8); call regarding bid procedures with UCC and Lender counsel (.8); work on DIP financing (1.0); call with J. Feldscher (.5); work on open	4.1	4,981.50

13459 Krystal Company, The
 253001 Restructuring Advice
 03/05/20

Invoice No. 10330812
 Page 6

Date	Timekeeper	Task	Description	Hours	Value
			issues (1.0)		
02/28/20	J Dutson	B110	Review amended schedules (0.4); emails and calls regarding amended schedules with client and S. Borders (0.5); prepare for omnibus hearing (1.0); respond to inquiries regarding real estate leases (0.4)	2.3	2,311.50
02/29/20	B Baker	B110	Email correspondence concerning OCP declarations	0.2	112.00
			Total B110	119.7	103,034.00
02/01/20	J Dutson	B130	Review and revised NDAs	2.0	2,010.00
02/02/20	S Borders	B130	Work on financing alternatives and sale	3.0	3,645.00
02/03/20	J Dutson	B130	Review and revise NDAs	1.0	1,005.00
02/04/20	S Borders	B130	Revise and circulate to lenders and client the bid procedures (1.0); call with T. Stratton regarding bid deadlines (.5); email to and from lender counsel regarding same (.2); revised and circulated sale motion to lender and client (1.0); call with client regarding sale process (.6); call with R. Williamson regarding same (.4)	3.7	4,495.50
02/06/20	S Borders	B130	Call with T. Stratton regarding bid procedure issues (.5) emails with P. Battista regarding bid procedures (.5); revise sale motion (1.0)	2.0	2,430.00
02/06/20	J Dutson	B130	Review and Revise NDAs (1.5); calls with client regarding bidding procedures (0.3)	1.8	1,809.00
02/07/20	S Borders	B130	Work on financing alternatives and sale	2.7	3,280.50
02/08/20	J Dutson	B130	Review and revise NDAs (1.1); review revised sale pleadings (0.4)	1.5	1,507.50
02/09/20	S Borders	B130	Call with lender's counsel regarding bidding procedures	0.5	607.50
02/10/20	S Borders	B130	Revised bid procedures and sale motion	1.0	1,215.00
02/10/20	S Borders	B130	Emails with P. Battista regarding bid procedures	0.4	486.00
02/10/20	J Dutson	B130	Call with M. Elliott and Piper (.5); review and revise NDAs (.5); call	1.5	1,507.50

13459 Krystal Company, The
 253001 Restructuring Advice
 03/05/20

Invoice No. 10330812
 Page 7

Date	Timekeeper	Task	Description	Hours	Value
			with J. Tibus and S. Borders regarding status and strategy (.5)		
02/11/20	S Borders	B130	Call with T. Stratton regarding sale progress (.5); finalized bid procedures and call with various constituents regarding same (1.); attention to four SNDA issue (.3)	1.8	2,187.00
02/11/20	J Dutson	B130	Review and revise NDAs	1.0	1,005.00
02/13/20	J Dutson	B130	Review and revise NDAs and calls regarding same	1.0	1,005.00
02/14/20	S Borders	B130	Call with company regarding sale process (1.0); review and revise DIP term shee (2.0); calls with client regarding same (1.0); review lease order (.5); review NDA issues (1.2)	5.7	6,925.50
02/14/20	J Dutson	B130	Review and revise NDAs (2.5); confeer with M. Luskin regarding sale and emails regarding same (0.5)	3.0	3,015.00
02/17/20	S Borders	B130	Minor revisions to APA (.2); review of outstanding NDA issues (.4); review of weekly sale report and progress regarding same (.3)	0.9	1,093.50
02/17/20	J Dutson	B130	Review and revise NDAs	1.5	1,507.50
02/18/20	J Dutson	B130	Call with potential buyer's counsel regarding NDA (0.5); review and revise NDAs (0.8)	1.3	1,306.50
02/19/20	J Dutson	B130	Review NDAs and emails and calls with Potential Buyers regarding same	1.3	1,306.50
02/20/20	S Borders	B130	Call with Committee counsel regarding requested changes to bid procedures and other issues in case (.1); addressed open NDA issues (.4); conference with T. Stratton regarding sale progress (.5)	1.0	1,215.00
02/20/20	J Dutson	B130	Review and revise NDAs (2.0); call with Piper regarding same (0.5)	2.5	2,512.50
02/21/20	J Dutson	B130	Call with Piper regarding NDAs (0.4); emails to M. Elliott regarding same (0.3)	0.7	703.50
02/24/20	J Dutson	B130	Call with M. Elliott and sale professionals	0.5	502.50
02/25/20	J Dutson	B130	Review NDAs and emails	1.5	1,507.50

13459 Krystal Company, The
 253001 Restructuring Advice
 03/05/20

Invoice No. 10330812
 Page 8

Date	Timekeeper	Task	Description	Hours	Value
			regarding same		
02/27/20	J Dutson	B130	Review and revise NDAs	1.0	1,005.00
02/28/20	J Dutson	B130	All-hands call regarding bidding procedures and prepare for same (0.7); review and revise NDAs (1.0)	1.7	1,708.50
02/29/20	J Dutson	B130	Review and revise NDAs	1.5	1,507.50
			Total B130	49.0	54,012.00
02/03/20	J Dutson	B150	Agent update call (0.5); Lender update call (0.5); calls with US Foods counsel (0.5)	1.5	1,507.50
02/04/20	J Dutson	B150	Respond to inquiries from creditors	0.5	502.50
02/05/20	J Dutson	B150	Respond to inquiry from landlord	0.5	502.50
02/06/20	J Dutson	B150	Respond to inquiries from client regarding travelers (0.4); respond to inquiries from creditors (0.5)	0.9	904.50
02/10/20	J Dutson	B150	Lender update call and prepare for same (0.6); respond to inquiries from creditors (0.3)	0.9	904.50
02/11/20	J Dutson	B150	Calls and emails to counsel for Flowers Foods regarding 503b9 motion (0.5); emails and calls with lenders' counsel regarding proposed orders (0.9)	1.4	1,407.00
02/17/20	J Dutson	B150	Respond to inquiries from creditors	1.0	1,005.00
02/18/20	J Dutson	B150	Attend and prepare for bank group call	1.0	1,005.00
02/24/20	J Dutson	B150	Attend bank group call	0.5	502.50
			Total B150	8.2	8,241.00
02/05/20	J Dutson	B160	Review and revise K&S retention application (0.5); review Piper and A&M retention applications (0.5)	1.0	1,005.00
02/05/20	L Shermohammed	B160	Review and revise the King & Spalding retention application and file same (1.1); review and revise the Scroggins and Williamson retention application and file same (.9); review and revise the Alvarez and Marsal retention application and file same (1.6); review and revise the Piper Sandler retention application and same (.7); correspond with R. Miller at KCC	4.7	3,149.00

13459 Krystal Company, The
 253001 Restructuring Advice
 03/05/20

Invoice No. 10330812
 Page 9

Date	Timekeeper	Task	Description	Hours	Value
			regarding service of the retention applications (.4)		
02/24/20	J Dutson	B160	Calls with committee counsel and others regarding retention applications (0.3); emails to case professionals regarding same (0.6)	0.9	904.50
02/27/20	J Dutson	B160	Emails and calls with committee and estate professionals regarding retention orders	1.1	1,105.50
			Total B160	7.7	6,164.00
02/11/20	J Dutson	B185	Respond to inquiries from landlords (1.0); review objections to lease rejection motion (0.5)	1.5	1,507.50
02/14/20	J Dutson	B185	Emails regarding lease rejection issues and review orders regarding same	0.5	502.50
02/17/20	J Dutson	B185	Review and revise sublease orders	1.0	1,005.00
02/20/20	J Dutson	B185	Review and revise lease rejection order	0.4	402.00
			Total B185	3.4	3,417.00
02/04/20	J Dutson	B190	Emails and calls regarding EEOC claim	0.5	502.50
02/05/20	J Dutson	B190	Multiple calls with EEOC counsel regarding EEOC litigation	1.5	1,507.50
02/06/20	J Dutson	B190	Emails and calls with client and EEOC counsel regarding litigation	0.5	502.50
02/07/20	J Dutson	B190	Emails regarding EEOC litigation	0.6	603.00
02/07/20	J Dutson	B190	Review revised sale motion and related documents (1.0); review revised NDAs (0.4)	1.4	1,407.00
02/10/20	J Dutson	B190	Multiple calls with EEOC counsel regarding EEOC litigation	1.3	1,306.50
02/12/20	J Dutson	B190	Prepare for hearing on US Foods and Cash Collateral (3.0); prepare for 503b9 presentation (1.0); meet with J. Tibus regarding testimony (1.5); multiple emails and calls with counsel for US Foods regarding Vendor Support Agreement (0.5); multiple calls and emails with counsel to landlords (1.0); review lease documents (0.7); revise US Foods Order (0.5); revise 503b9 Order (0.5); confer with J. Tibus	10.1	10,150.50

13459 Krystal Company, The
 253001 Restructuring Advice
 03/05/20

Invoice No. 10330812
 Page 10

Date	Timekeeper	Task	Description	Hours	Value
			regarding lease settlements (0.4); review proposed changes to final orders and emails with Committee regarading same (0.5); call with Committee's counsel regarding case status and hearing (0.5)		
02/13/20	J Dutson	B190	Prepare for and attend hearing on US Foods Motion, Cash Collateral, Utilities and others (4.0); review revised orders and make comments to same (1.0)	5.0	5,025.00
02/24/20	J Dutson	B190	Respond to inquiries regarding stay relief (0.3); emails and calls regarding EEOC order (0.5)	0.8	804.00
			Total B190	21.7	21,808.50
02/17/20	J Dutson	B210	Call regarding pension termination with client and advisor	0.5	502.50
02/19/20	J Dutson	B210	Call with N. Moffit regarding data breach issues (0.5); respond to inquiries from Debtor regarding insurance (0.3); review EEOC pleadings and comment on same (0.7); calls regarding pension termination resolution (0.5); review pension consultant engagement letter and comment on same (0.5)	2.5	2,512.50
02/20/20	J Dutson	B210	Emails regarding pension termination process with consultant (0.5); review resolution for pension termination (0.5); call with A. Ray regarding vendor issues and email to M. Shenk regarding same (0.5)	1.5	1,507.50
02/21/20	J Dutson	B210	Emails with consultant regarding pension termination	0.3	301.50
			Total B210	4.8	4,824.00
02/03/20	B Baker	B220	Draft pension plan termination memorandum (5.8); email correspondence with company concerning pension plan documentation and related facts (.5)	6.3	3,528.00
02/04/20	B Baker	B220	Draft pension termination memorandum	2.2	1,232.00
02/07/20	B Baker	B220	Draft pension termination memorandum	2.3	1,288.00

13459 Krystal Company, The
 253001 Restructuring Advice
 03/05/20

Invoice No. 10330812
 Page 11

Date	Timekeeper	Task	Description	Hours	Value
02/10/20	D Fowler	B220	Review outstanding options granted within the Krystal structure and send correspondence to S. Goodwin regarding same	0.5	295.00
02/11/20	B Baker	B220	Email correspondence concerning pension plan termination information	0.5	280.00
02/12/20	B Baker	B220	Email correspondence concerning pension termination information (.3); draft pension plan termination memo (2.4)	2.7	1,512.00
02/17/20	S Borders	B220	Review of termination requirements and attention to same	1.0	1,215.00
02/17/20	D Fowler	B220	Emails with J. Dutson regarding written consent authorizing termination of the Pension plan	0.1	59.00
02/18/20	D Fowler	B220	Draft written consent for Krystal Board review and execution (.6); multiple conferences with S. Choy and M. Kelly to discuss plan (.8); email to client regarding termination provisions of plan (.3)	1.7	1,003.00
02/19/20	S Choy	B220	Review pension plan requirements for termination, email to D. Fowler	0.4	494.00
02/19/20	D Fowler	B220	Emails to J. Dutson and S. Choy regarding written consent to terminate Krystal Pension Plan (.5); review plan materials and draft written consent intended to initiate termination of Krystal Pension Plan (1.6); revise written consent and circulate for final review (1.0)	3.1	1,829.00
			Total B220	20.8	12,735.00
02/03/20	S Borders	B230	Meeting with J. Tibus to prepare for hearing (1.2); call with Lenders regarding cash collateral usage (.5); revised order (.6); discussion with client of sale strategy (2.0); call with T. Stratton regarding same (.7); emails regarding cash collateral issues (.3); prepared for hearing on US Foods motion (1.0); emails and calls with client regarding same (1.5)	7.8	9,477.00
02/05/20	S Borders	B230	Work on bid procedures and sale motion (1.2); work on cash	4.2	5,103.00

13459 Krystal Company, The
 253001 Restructuring Advice
 03/05/20

Invoice No. 10330812
 Page 12

Date	Timekeeper	Task	Description	Hours	Value
			collateral order and call with R. Williamson regarding same (1.0); work on DIP term sheet and order (1.0); calls with creditors and landlords (1.0)		
02/06/20	S Borders	B230	Revise DIP Order (1.5); attention to DIP credit agreement (.1); attention to cash collateral order (.7); call with J. Tibus (.5)	2.8	3,402.00
02/09/20	S Borders	B230	Revise term sheet	0.5	607.50
02/09/20	S Borders	B230	Call with lender's counsel regarding DIP proposal	0.5	607.50
02/10/20	S Borders	B230	Respond to S. Fiszman regarding termination of existing letters of credit (.2); reviewed and revised compliance certificate and email to T. Hardin regarding same (.4); email with R. Williamson regarding DIP Order (.2); emails with F. DeBorde regarding debt (.2) call with lenders regarding status of sale (.4); call with J. Tibus regarding strategy (.4)	1.8	2,187.00
02/11/20	S Borders	B230	Email to S. Fiszman regarding comments to DIP term sheet (.4); call with R. Williamson regarding strategy (.7)	1.1	1,336.50
02/12/20	S Borders	B230	Prepare for contested hearing; call with committee counsel regarding getting up to speed on case (.8); attention to US Food financing (.5); call with R. Williamson regarding strategy (1.0); preparation of witnesses (1.0); call with T. Stratton (.4); call with client regarding PBGC termination (.1); prepare for hearing (3.0)	6.8	8,262.00
02/17/20	S Borders	B230	Revise term sheet at request of lender's counsel and email the same to them	0.7	850.50
02/17/20	S Borders	B230	Call with J. Tibus regarding financing strategy and email from Phoenix	0.4	486.00
02/17/20	S Borders	B230	Email from Phoenix	0.2	243.00
02/18/20	S Borders	B230	Call with lender group (.5); call with S&W regarding cash collateral (.3); responded to	5.4	6,561.00

13459 Krystal Company, The
 253001 Restructuring Advice
 03/05/20

Invoice No. 10330812
 Page 13

Date	Timekeeper	Task	Description	Hours	Value
			committee requests (1.0); attention to NDAs (1.0); attention to landlord request regarding adequate assurance (.7); attention to pension termination issues (1.2); call with T. Stratton regarding sale issues (.2); call with ML (.5)		
02/20/20	S Borders	B230	Call with S. Fizman regarding DIP term sheet (.5); call with J. Tibus and R. Williamson regarding same (.6); review of prior comments to DIP order and Credit Agreement (1.8)	2.9	3,523.50
02/24/20	S Borders	B230	Work on sale process and dip financing alternative (1.6); calls with client regarding same (.4)	2.0	2,430.00
02/25/20	S Borders	B230	Call with client regarding strategy (.5); call with J. Feldshear regarding DIP financing (.5); call with J. Tibus regarding sale (.4); conference with T. Stratton regarding sale process (.6)	2.0	2,430.00
02/27/20	S Borders	B230	Work on financing alternatives (1.4); revisions to DIP order (1.0); review of credit agreement (1.4); multiple calls to lenders counsel regarding same (1.0)	4.8	5,832.00
			Total B230	43.9	53,338.50
02/06/20	D Fowler	B260	Circulate notice with respect to Board of Directors meeting and provide notice of Fortress with respect to the same	0.3	177.00
02/07/20	D Fowler	B260	Arrange for Board Meeting on Tuesday	0.2	118.00
02/10/20	S Borders	B260	Revise board minutes (.3); prepare for board meeting (.4); revised agenda (.3)	1.0	1,215.00
02/10/20	L Shermohammed	B260	Revise January 19 Krystal Board meeting minutes and distribute to Board members	1.3	871.00
02/11/20	S Borders	B260	Prepare for and participate in board meeting	2.0	2,430.00
02/11/20	J Dutson	B260	Prepare for and attend Krystal Board Meeting	2.0	2,010.00
			Total B260	6.8	6,821.00
02/01/20	L Shermohammed	B410	Correspond with C. Liu at Morgan	1.0	670.00

13459 Krystal Company, The
 253001 Restructuring Advice
 03/05/20

Invoice No. 10330812
 Page 14

Date	Timekeeper	Task	Description	Hours	Value
02/03/20	L Shermohammed	B410	Lewis regarding the US foods agreement (.3); draft case timeline and case calendar (.4); draft agednga for hearing on February 4 (.3)	11.9	7,973.00
02/04/20	L Shermohammed	B410	Prepare for hearing on certain first day and second day motions (4.2); draft and file hearing agenda (.9); draft and file amended agenda (.4); correspond with the Court regarding the hearing (.1); review certificates of service of motions set for hearing (.6); correspond with the U.S. Trustee regarding the hearing (.2); prepare materials for hearing (1.5); analyze and submit final initial debtor interview information to the U.S. Trustee (3.5); revise and file the ordinary course professionals motion (.5)	9.2	6,164.00
02/05/20	L Shermohammed	B410	Prepare for the hearing on certain first and second day motions (2.7); attend hearing (2.5); reviewing and revise bidding procedures and sale motion (1.5); prepare and upload orders on motions granted at the hearing (1.2); correspond with the U.S. Trustee regarding the initial debtor interview (.4); correspond with various landlords regarding the lease rejection motion (.9)	6.2	4,154.00
02/06/20	C Sae	B410	Prepare for and telephonically attend the initial debtor interview with the U.S. Trustee (1.7); correspond with R. Esposito regarding utilities objections and negotiations (.9); correspond with I. Oberlin regarding the Piper Sandler retention application (.3); negotiate additional adequate assurance requests with various utilities (1.9); prepare timeline and calendar of case (1.4)	4.5	3,600.00
02/06/20	L Shermohammed	B410	Draft summary of utility responses and correspond with R. Esposito and M. Shenk regarding same	9.4	6,298.00

13459 Krystal Company, The
 253001 Restructuring Advice
 03/05/20

Invoice No. 10330812
 Page 15

Date	Timekeeper	Task	Description	Hours	Value
			(2.5); negotiate additional adequate assurance amounts with various utilities and draft emails memorializing resolutions (1.4); correspond with I. Oberlin regarding the Piper Sandler retention application (.2); review the DIP term sheet (.4); correspond with M. Shenk regarding insurance premium financing payments (.3); review and revise initial monthly operating report (1.8); correspond with various landlords regarding the lease rejection motion (.6); draft motion to assume and assign lease (2.2)		
02/07/20	C Sae	B410	Caselaw and article research regarding asset issues	5.4	4,320.00
02/07/20	L Shermohammed	B410	Review revised bidding procedures and sale motion (.3); correspond with T. Richardson regarding landlord Echota Realty Co., Inc. (.3); correspond with various utilities regarding additional adequate assurance requests and correspond with M. Shenk, J. Tibus, and R. Esposito at Alvarez & Marsal regarding same (2.5); review and revise the Company's prepetition Board meeting minutes (1.2); review and summarize objection to lease rejection motion and correspond with counsel regarding same (1.4)	5.7	3,819.00
02/10/20	L Shermohammed	B410	Draft lease assumption and assignment motion and correspond with M. Church at Krystal regarding same (5.1); negotiate and memorialize agreements with utilities providers regarding adequate assurance deposits (2.2)	7.3	4,891.00
02/11/20	L Shermohammed	B410	Correspond with various landlords regarding objections to the lease rejection motion (1.9); correspond with M. Shenk at Alvarez & Marsal regarding the utilities motion and adequate assurance deposit (.3); conference with J.	6.6	4,422.00

13459 Krystal Company, The
253001 Restructuring Advice
03/05/20

Invoice No. 10330812
Page 16

Date	Timekeeper	Task	Description	Hours	Value
02/12/20	L Shermohammed	B410	Dutson regarding the agenda for the hearing set for February 13 and draft and revise same (.6); analyze the complex case procedures to determine professional compensation procedures and draft brief email memorandum regarding same (.8); correspond with M. Shenk at Alvarez & Marsal regarding 503(b)(9) claim amounts (.2); correspond with M. Church at Krystal regarding Hachmann, LLC (.5); conference with P. Rosenblatt regarding the 503(b)(9) motion (.3); telephonically attend Krystal's board meeting and revise meeting minutes (1.3); analyze memorandum regarding lease rejections and correspond with B. Baker regarding same (.7)	14.3	9,581.00
02/13/20	L Shermohammed	B410	Prepare for hearing on cash management, taxes, utilities, lease rejection, and 503(b)(9) motions (7.1); correspond with the Committee regarding the proposed orders on the cash management, taxes, utilities, lease rejection, and 503(b)(9) motions and revise same to incorporate the Committee's comments (.9); draft and file hearing agenda (.7); correspond with the Court regarding the hearing (.2); review certificates of service of motions set for hearing (.7); prepare materials for hearing (1.9); analyze objections to the lease rejection motion and negotiate with various landlords' counsel regarding same (2.2); correspond with M. Shenk at Alvarez & Marsal regarding the utilities motion and deposit (.2); correspond with B. Baker regarding pension termination issues (.4)	8.0	5,360.00

13459 Krystal Company, The
 253001 Restructuring Advice
 03/05/20

Invoice No. 10330812
 Page 17

Date	Timekeeper	Task	Description	Hours	Value
02/14/20	L Shermohammed	B410	various motions to the Court (1.1); draft and revise consent orders regarding the lease rejection motion and correspond with J. Dutson and counsel for landlords regarding same (1.3); correspond with J. Simpson at Alvarez & Marsal regarding the initial monthly operating report (.6); correspond with R. Esposito at Alvarez & Marsal regarding schedules and statements (1.2)	2.6	1,742.00
02/16/20	L Shermohammed	B410	Draft consent orders regarding the lease rejection motion and correspond with J. Dutson and counsel for landlords regarding same	0.3	201.00
02/18/20	L Shermohammed	B410	Review payments schedule Conference with B. Williams regarding Tennessee state court suit (.6); legal research regarding executory contracts and schedules (.9); review Quattrro's declaration of disinterestedness and correspond with B. Baker regarding same (.5); correspond with J. Kang of Lee Law Group regarding lease rejections (.3); correspond with B. Baker regarding publication notice (.4); prepare Word versions of the bid procedures and the bid procedures proposed order (.5); correspond with M. Robl of Robl Law Group regarding lease rejection (.3); correspond with the Committee regarding lease rejection orders (.3); correspond with J. Carney regarding stay relief (.3); review and revise monthly operating report and correspond with J. Simpson regarding same (1.6); review draft schedules and statements and correspond with R. Esposito regarding same (1.1)	6.8	4,556.00
02/19/20	L Shermohammed	B410	Draft 503(b)(9) proof of claim form (2.4); review and revise global notes and correspond with R. Esposito at Alvarez and Marsal	8.9	5,963.00

13459 Krystal Company, The
 253001 Restructuring Advice
 03/05/20

Invoice No. 10330812
 Page 18

Date	Timekeeper	Task	Description	Hours	Value
02/20/20	L Shermohammed	B410	and J. Dutson regarding same (3.3); prepare proposed orders to the cash management and ordinary course professionals motions (.5); correspond with various landlords regarding lease rejections and review and revise related orders (1.1); review, revise, and file monthly operating report (1.6)	7.2	4,824.00
02/21/20	L Shermohammed	B410	Review and revise statements and schedules and correspond with R. Esposito regarding same (3.3); correspond with various landlords regarding lease rejections and review and revise orders regarding same (1.3); review and revise bar date motion and correspond with B. Baker regarding same (1.1); correspond with landlords regarding lease rejections (.5); correspond with T. Potesta regarding ordinary course professionals declarations (.3); correspond with M. Church at the company and various taxing authorities regarding tax liabilities (.7)	3.5	2,345.00
02/24/20	L Shermohammed	B410	Revise and upload lease rejection orders (1.4); revise, revise, and prepare the schedules and statements for filing (2.1)	2.9	1,943.00
02/25/20	L Shermohammed	B410	Correspond with docketing regarding court hearings and deadlines (.2); analyze and summarize motion to compel to assume or reject lease (.9); correspond with counsel to landlord J. Kang regarding lease rejection (.5); correspond with the Committee regarding ordinary course professional fees (.3); correspond with parties requesting relief from stay regarding consent orders (.6); correspond with J. Simpson at Alvarez & Marsal regarding ordinary course professional data (.4)	3.5	2,345.00
			Review consent order lifting stay regarding personal injury action		

13459 Krystal Company, The
 253001 Restructuring Advice
 03/05/20

Invoice No. 10330812
 Page 19

Date	Timekeeper	Task	Description	Hours	Value
02/26/20	L Shermohammed	B410	and correspond with counsel regarding same (.6); review correspondence from landlord Kry Warner Realty and correspond with M. Church at Krystal regarding same (.5); revise proposed 503(b)(9) order and proof of claim form and send to the Committee (.5); correspond with R. Esposito regarding conflict parties (.3); draft response to motion to compel assumption or rejection of lease (1.2); revise case timeline and calendar (.4)	6.0	4,020.00
02/27/20	L Shermohammed	B410	Revise agenda for hearing on March 3 (.6); conference with J. Dutson regarding agenda, lien filings, property taxes, settlement motions, and ordinary course professionals (.3); analyze lien filings (1.3); analyze correspondence regarding property taxes and correspond with M. Church at Krystal regarding same (.5); correspond with J. Dutson and S. Borders regarding the Committee's comments on the cash management and ordinary course professional proposed orders and revise same (.7); review and revise pension termination memorandum (2.6)	4.6	3,082.00

13459 Krystal Company, The
253001 Restructuring Advice
03/05/20

Invoice No. 10330812
Page 20

Date	Timekeeper	Task	Description	Hours	Value
			report (.1); research authorized depositories (.2)		
02/28/20	L Shermohammed	B410	Research regarding amending schedules and draft same (.8); revise ordinary course professional motion proposed order (.3); prepare materials and presentation for hearing on March 3 (2.9)	4.0	2,680.00
02/29/20	L Shermohammed	B410	Review revised bidding procedures	0.6	402.00
			Total B410	140.4	95,355.00
02/23/20	L Shermohammed	B420	Correspond with R. Esposito and T. Potesta regarding ordinary course professional data (.6); correspond with the Committee regarding same (.2); review the Committee's comments on the cash management and ordinary course professionals proposed orders (.4)	1.2	804.00
			Total B420	1.2	804.00
			Total	427.6	370,554.00

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Sarah Borders	Partner	104.3	1215.00	126,724.50
Sam Choy	Partner	0.4	1235.00	494.00
Jeff Dutson	Partner	100.7	1005.00	101,203.50
Britney Baker	Associate	68.7	560.00	38,472.00
Daniel Fowler	Associate	5.9	590.00	3,481.00
Christian Sae	Associate	9.9	800.00	7,920.00
Leia Shermohammed	Associate	137.7	670.00	92,259.00
Total		427.6		370,554.00

Expenses Incurred

02/29/20	Computer Research - Lexis/Westlaw	835.38
02/29/20	Duplicating Costs	855.50
02/04/20	Transportation Costs - VENDOR: Jeffrey R. Dutson INVOICE#: 3978030802061425 DATE: 2/6/2020 Parking at Courthouse	18.00
02/07/20	Document Delivery - VENDOR: Georgia Messenger Service, Inc. INVOICE#: 319130 DATE: 2/7/2020 Messenger service	21.94

13459 Krystal Company, The
253001 Restructuring Advice
03/05/20

Invoice No. 10330812
Page 21

Expenses Incurred

02/13/20	Transportation Costs - VENDOR: Jeffrey R. Dutson INVOICE#: 4027626602261512 DATE: 2/26/2020 Parking at courthouse for hearing	18.00
02/14/20	Document Delivery - VENDOR: Georgia Messenger Service, Inc. INVOICE#: 319236 DATE: 2/14/2020 Messenger service	25.95
02/21/20	Document Delivery - VENDOR: United Parcel Service (KY) INVOICE#: 329658-080DD DATE: 2/22/2020 The Krystal Co Claim - KCC - El Segundo - CA	42.58
Total Expenses		1,817.35

13459 Krystal Company, The
253001 Restructuring Advice
03/05/20

Invoice No. 10330812
Page 22

Task Summary

Task		Hours	Value
B110	Case Administration	119.7	103,034.00
B130	Asset Disposition	49.0	54,012.00
B150	Meetings of and Communications with Creditors	8.2	8,241.00
B160	Fee/Employment Applications	7.7	6,164.00
B185	Assumption/Rejection of Leases and Contracts	3.4	3,417.00
B190	Other Contested Matters (excluding assumption/rejection motions)	21.7	21,808.50
B210	Business Operations	4.8	4,824.00
B220	Employee Benefits/Pensions	20.8	12,735.00
B230	Financing/Cash Collections	43.9	53,338.50
B260	Board of Directors Matters	6.8	6,821.00
B410	General Bankruptcy Advice/Opinions	140.4	95,355.00
B420	Restructurings	1.2	804.00
Total		427.6	370,554.00

KING & SPALDING

FEDERAL I.D. 58-0520153

Remit To:
King & Spalding LLP
P.O. Box 116133
Atlanta, GA 30368-6133

By Wire: SunTrust Bank
ABA: 061 000 104
SWIFT: SNTRUS3A
USD Account: 88003 12475
Account Name: King & Spalding

The Krystal Company
ATTN: Bruce Vermilyea
Chief Financial Officer
1455 Lincoln Parkway E
Suite 600
Dunwoody, GA 30346

Invoice No. 10330812
Invoice Date 03/05/20
Client No. 13459
Matter No. 253001

RE: Restructuring Advice

For questions, contact:
Kathryn Furman +1 404 572 3599

REMITTANCE

Please return this page with your remittance.

Amount Due This Invoice \$372,371.35

Payment is Due Upon Receipt

KING & SPALDING

FEDERAL I.D. 58-0520153

The Krystal Company
ATTN: Tony Hardin
1455 Lincoln Parkway E
Suite 600
Dunwoody, GA 30346

Remit To:
King & Spalding LLP
P.O. Box 116133
Atlanta, GA 30368-6133

By Wire: SunTrust Bank
ABA: 061 000 104
SWIFT: SNTRUS3A
USD Account: 88003 12475
Account Name: King & Spalding

Invoice No.	10330624
Invoice Date	03/05/20
Client No.	13459
Matter No.	265001

RE: Project Chattanooga

For questions, contact:
Phyllis Sumner +1 404 572 4799

For Professional Services Rendered through 02/29/20:

Fees	\$	48,726.50
Total this Invoice	<hr/>	\$ 48,726.50

Summary of Outstanding Invoices as of 03/05/20

Invoice No.	Invoice Date	Balance Due
10325562	02/17/20	\$ 13,446.50

Payment is Due Upon Receipt

13459 Krystal Company, The
265001 Project Chattanooga
03/05/20

Invoice No. 10330624
Page 2

PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours	Value
01/28/20	P Sumner	Correspondence with N. Moffitt concerning [REDACTED]	0.1	102.50
02/03/20	N Moffitt	Prepare correspondence to S. Borders regarding [REDACTED] [REDACTED]	0.1	98.50
02/03/20	N Moffitt	Review notes from call [REDACTED]	0.1	98.50
02/03/20	N Moffitt	Coordinate rescheduling of call [REDACTED] [REDACTED]	0.1	98.50
02/03/20	N Moffitt	Correspondence with RTG regarding [REDACTED] [REDACTED]	0.1	98.50
02/03/20	P Sumner	Correspondence regarding [REDACTED] [REDACTED]	0.2	205.00
02/03/20	P Sumner	[REDACTED] response and next steps	0.1	102.50
02/03/20	P Sumner	Correspondence regarding [REDACTED] [REDACTED]	0.1	102.50
02/04/20	N Moffitt	Telephone conference with [REDACTED] [REDACTED]	0.5	492.50
02/04/20	N Moffitt	Attend card brand call	0.6	591.00
02/04/20	N Moffitt	Call with P. Sumner and client regarding [REDACTED]	0.5	492.50
02/04/20	N Moffitt	Telephone conference with Krystal concerning [REDACTED] [REDACTED]	0.5	492.50
02/04/20	N Moffitt	Review correspondence [REDACTED] [REDACTED]	0.1	98.50
02/04/20	N Moffitt	Telephone call to P. Sumner regarding [REDACTED] [REDACTED]	0.2	197.00
02/04/20	N Moffitt	Review correspondence [REDACTED] [REDACTED]	0.1	98.50
02/04/20	N Moffitt	Correspondence with P. Sumner concerning [REDACTED] [REDACTED]	0.1	98.50
02/04/20	N Moffitt	Telephone conference [REDACTED] [REDACTED]	0.3	295.50
02/04/20	N Moffitt	Correspondence with Krystal concerning [REDACTED] [REDACTED]	0.1	98.50
02/04/20	N Moffitt	Coordinate scheduling of call with Krystal following card brand call	0.1	98.50

13459 Krystal Company, The
 265001 Project Chattanooga
 03/05/20

Invoice No. 10330624
 Page 3

Date	Timekeeper	Description	Hours	Value
02/04/20	N Moffitt	Prepare correspondence to [REDACTED] [REDACTED]	0.1	98.50
02/04/20	P Sumner	Call with team, client, WorldPay and card brands regarding [REDACTED] [REDACTED]	0.6	615.00
02/04/20	P Sumner	Call with N. Moffitt and client regarding [REDACTED]	0.5	512.50
02/04/20	P Sumner	Follow-up with N. Moffitt regarding [REDACTED]	0.2	205.00
02/05/20	N Moffitt	Correspondence with [REDACTED] [REDACTED]	0.1	98.50
02/05/20	N Moffitt	Correspondence with [REDACTED] [REDACTED]	0.1	98.50
02/06/20	P Sumner	Correspondence regarding [REDACTED] [REDACTED]	0.3	307.50
02/10/20	N Moffitt	Telephone conference with Verizon regarding [REDACTED]	0.2	197.00
02/10/20	N Moffitt	Correspondence with Krystal concerning [REDACTED]	0.1	98.50
02/10/20	N Moffitt	Prepare correspondence to [REDACTED] [REDACTED]	0.2	197.00
02/10/20	N Moffitt	Correspondence with P. Sumner regarding [REDACTED]	0.1	98.50
02/10/20	P Sumner	[REDACTED]	0.2	205.00
02/10/20	P Sumner	Consider issues regarding [REDACTED]	0.2	205.00
02/11/20	N Moffitt	[REDACTED] correspondence with [REDACTED] [REDACTED]	2.4	2,364.00
02/11/20	N Moffitt	Participate in card brand call	0.3	295.50
02/11/20	N Moffitt	Correspondence with P. Sumner regarding [REDACTED]	0.1	98.50
02/11/20	P Sumner	Prepare for and attend telephone conference with [REDACTED]	1.0	1,025.00
02/12/20	K Chittenden	Conference with N. Moffitt regarding [REDACTED] [REDACTED]	0.1	65.00
02/12/20	N Moffitt	Correspondence with [REDACTED] [REDACTED]	0.1	98.50
02/12/20	N Moffitt	Call to [REDACTED]	0.1	98.50

13459 Krystal Company, The
265001 Project Chattanooga
03/05/20

Invoice No. 10330624
Page 4

Date	Timekeeper	Description	Hours	Value
02/12/20	N Moffitt	Telephone conference with [REDACTED]	0.1	98.50
02/12/20	N Moffitt	Conference with K. Chittenden regarding [REDACTED]	0.1	98.50
02/12/20	N Moffitt	Correspondence with [REDACTED] [REDACTED]	0.1	98.50
02/12/20	N Moffitt	Coordinate scheduling of call [REDACTED]	0.1	98.50
02/12/20	N Moffitt	Correspondence with Krystal regarding [REDACTED]	0.1	98.50
02/12/20	N Moffitt	Coordinate scheduling of call with [REDACTED]	0.1	98.50
02/12/20	N Moffitt	Correspondence with P. Sumner regarding [REDACTED]	0.1	98.50
02/12/20	P Sumner	Correspondence regarding [REDACTED]	0.2	205.00
02/13/20	N Moffitt	[REDACTED] and correspondence with Krystal regarding same	0.2	197.00
02/13/20	N Moffitt	Correspondence with [REDACTED]	0.1	98.50
02/13/20	N Moffitt	Prepare correspondence to [REDACTED]	0.1	98.50
02/14/20	N Moffitt	Correspondence with [REDACTED]	0.1	98.50
02/14/20	N Moffitt	Correspondence with [REDACTED]	0.1	98.50
02/17/20	N Moffitt	Prepare correspondence to Krystal [REDACTED]	0.1	98.50
02/17/20	N Moffitt	Telephone conference with [REDACTED]	1.0	985.00
02/17/20	N Moffitt	Telephone conference with [REDACTED]	0.1	98.50
02/17/20	N Moffitt	Conference with P. Sumner [REDACTED]	0.3	295.50
02/17/20	N Moffitt	Review and vet [REDACTED] [REDACTED]	4.8	4,728.00

13459 Krystal Company, The
265001 Project Chattanooga
03/05/20

Invoice No. 10330624
Page 5

Date	Timekeeper	Description	Hours	Value
02/17/20	N Moffitt	Gather and prepare information requested by [REDACTED]	0.3	295.50
02/17/20	P Sumner	Conference with N. Moffitt regarding [REDACTED]	0.3	307.50
02/17/20	P Sumner	Review [REDACTED] updates	0.2	205.00
02/18/20	K Chittenden	Research and analyze [REDACTED]	0.7	455.00
02/18/20	N Moffitt	Coordinate scheduling of call with Krystal concerning [REDACTED]	0.1	98.50
02/18/20	N Moffitt	Prepare correspondence to [REDACTED]	0.8	788.00
02/18/20	N Moffitt	Call with Krystal regarding [REDACTED]	0.5	492.50
02/18/20	N Moffitt	Revise [REDACTED]	0.4	394.00
02/18/20	N Moffitt	Correspondence with [REDACTED]	0.3	295.50
02/18/20	N Moffitt	Correspondence with K. Chittenden regarding [REDACTED]	0.3	295.50
02/18/20	N Moffitt	Prepare [REDACTED]	0.3	295.50
02/18/20	N Moffitt	Telephone conference with N. Moffitt and client regarding [REDACTED]	0.5	492.50
02/18/20	N Moffitt	Conference with P. Sumner regarding [REDACTED]	0.2	197.00
02/18/20	P Sumner	Conference with N. Moffitt regarding [REDACTED]	0.2	205.00
02/18/20	P Sumner	Review updates and prepare for client call	0.3	307.50
02/18/20	P Sumner	Telephone conference with N. Moffitt and client regarding [REDACTED]	0.5	512.50
02/19/20	K Chittenden	[REDACTED]	0.5	325.00
02/19/20	N Moffitt	Call with J. Dutson concerning [REDACTED]	0.8	788.00

13459 Krystal Company, The
265001 Project Chattanooga
03/05/20

Invoice No. 10330624
Page 6

Date	Timekeeper	Description	Hours	Value
02/19/20	N Moffitt	Call with Verizon regarding [REDACTED] [REDACTED]	0.5	492.50
02/19/20	N Moffitt	Call with [REDACTED] [REDACTED]	1.0	985.00
02/19/20	N Moffitt	Call with [REDACTED]	2.0	1,970.00
02/19/20	N Moffitt	[REDACTED] [REDACTED]	0.3	295.50
02/19/20	N Moffitt	[REDACTED] [REDACTED]	0.2	197.00
02/19/20	P Sumner	Correspondence with [REDACTED] [REDACTED]	0.2	205.00
02/19/20	P Sumner	Telephone conferences with N. Moffitt, client [REDACTED]	2.0	2,050.00
02/19/20	P Sumner	Review and comment on [REDACTED] [REDACTED]	0.8	820.00
02/19/20	P Sumner	Telephone conference with N. Moffitt and [REDACTED] [REDACTED]	1.0	1,025.00
02/20/20	N Moffitt	Correspondence with Krystal concerning [REDACTED] [REDACTED]	0.2	197.00
02/20/20	N Moffitt	Review [REDACTED] [REDACTED]	2.1	2,068.50
02/20/20	N Moffitt	Call with [REDACTED] [REDACTED]	0.3	295.50
02/20/20	N Moffitt	Correspondence with [REDACTED] [REDACTED]	0.1	98.50
02/20/20	P Sumner	Review [REDACTED] [REDACTED]	0.7	717.50
02/21/20	K Chittenden	Revise [REDACTED] [REDACTED]	1.0	650.00
02/21/20	N Moffitt	Revise [REDACTED] [REDACTED]	1.0	985.00
02/21/20	N Moffitt	Correspondence with P. Sumner regarding [REDACTED]	0.2	197.00
02/23/20	K Chittenden	Revise [REDACTED] [REDACTED]	1.5	975.00

13459 Krystal Company, The
265001 Project Chattanooga
03/05/20

Invoice No. 10330624
Page 7

Date	Timekeeper	Description	Hours	Value
02/24/20	N Moffitt	Correspondence with P. Sumner and K. Chittenden regarding [REDACTED]	0.2	197.00
02/25/20	K Chittenden	Revise [REDACTED]	1.7	1,105.00
02/25/20	N Moffitt	Review [REDACTED]	1.1	1,083.50
02/25/20	N Moffitt	Correspondence with [REDACTED]	0.3	295.50
02/25/20	N Moffitt	Correspondence with Krystal regarding [REDACTED]	0.2	197.00
02/25/20	N Moffitt	Correspondence with Krystal regarding [REDACTED]	0.1	98.50
02/26/20	K Chittenden	Analyze [REDACTED]	0.4	260.00
02/26/20	A Dehnel	Emails with S. Guilbert regarding [REDACTED]	0.1	71.00
02/26/20	S Guilbert	Review [REDACTED]	0.2	190.00
02/26/20	N Moffitt	Conference with Krystal regarding [REDACTED]	0.3	295.50
02/26/20	N Moffitt	Correspondence with [REDACTED]	0.2	197.00
02/26/20	N Moffitt	Correspondence with Krystal concerning [REDACTED]	0.4	394.00
02/26/20	N Moffitt	Update [REDACTED]	0.1	98.50
02/26/20	N Moffitt	Correspondence with P. Sumner regarding [REDACTED]	0.2	197.00
02/26/20	N Moffitt	Correspondence with J. Dutson regarding [REDACTED] verage	0.1	98.50
02/26/20	N Moffitt	Review [REDACTED]	0.2	197.00
02/26/20	N Moffitt	Prepare correspondence to Krystal concerning [REDACTED]	0.1	98.50
02/26/20	N Moffitt	Correspondence with S. Guilbert regarding [REDACTED]	0.1	98.50

13459 Krystal Company, The
265001 Project Chattanooga
03/05/20

Invoice No. 10330624
Page 8

Date	Timekeeper	Description	Hours	Value
02/26/20	N Moffitt	Correspondence with Mandiant regarding [REDACTED]	0.1	98.50
02/26/20	N Moffitt	Correspondence with J. Dutson regarding [REDACTED]	0.1	98.50
02/26/20	N Moffitt	Coordinate retention [REDACTED]	0.2	197.00
02/26/20	P Sumner	Review [REDACTED]	0.5	512.50
02/28/20	K Chittenden	Update [REDACTED]	1.5	975.00
02/28/20	N Moffitt	Correspondence with K. Chittenden regarding [REDACTED]	0.2	197.00
02/29/20	K Chittenden	Draft [REDACTED]	0.3	195.00
02/29/20	N Moffitt	Review and revise [REDACTED]	1.7	1,674.50
		Total	51.7	48,726.50

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Shelby Guilbert	Partner	0.2	950.00	190.00
Natasha Moffitt	Partner	33.3	985.00	32,800.50
Phyllis Sumner	Partner	10.4	1025.00	10,660.00
Kelley Chittenden	Associate	7.7	650.00	5,005.00
Amy Dehnel	Associate	0.1	710.00	71.00
Total		51.7		48,726.50

KING & SPALDING

FEDERAL I.D. 58-0520153

Remit To:
King & Spalding LLP
P.O. Box 116133
Atlanta, GA 30368-6133

By Wire: SunTrust Bank
ABA: 061 000 104
SWIFT: SNTRUS3A
USD Account: 88003 12475
Account Name: King & Spalding

The Krystal Company
ATTN: Tony Hardin
1455 Lincoln Parkway E
Suite 600
Dunwoody, GA 30346

Invoice No. 10330624
Invoice Date 03/05/20
Client No. 13459
Matter No. 265001

RE: Project Chattanooga

For questions, contact:
Phyllis Sumner +1 404 572 4799

REMITTANCE

Please return this page with your remittance.

Amount Due This Invoice \$48,726.50

Summary of Outstanding Invoices as of 03/05/20

Invoice No.	Invoice Date	Balance Due
10325562	02/17/20	\$ 13,446.50

Payment is Due Upon Receipt

KING & SPALDING

FEDERAL I.D. 58-0520153

Remit To:
King & Spalding LLP
P.O. Box 116133
Atlanta, GA 30368-6133

By Wire: SunTrust Bank
ABA: 061 000 104
SWIFT: SNTRUS3A
USD Account: 88003 12475
Account Name: King & Spalding

The Krystal Company
ATTN: Tony Hardin
1455 Lincoln Parkway E
Suite 600
Dunwoody, GA 30346

Invoice No. 10336945
Invoice Date 03/31/20
Client No. 13459
Matter No. 265001

RE: Project Chattanooga

For questions, contact:
Phyllis Sumner +1 404 572 4799

For Professional Services Rendered through 03/31/20:

Fees	\$	50,977.00
Total this Invoice	\$	50,977.00

Payment is Due Upon Receipt

13459 Krystal Company, The
265001 Project Chattanooga
03/31/20

Invoice No. 10336945
Page 2

PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours	Value
03/01/20	N Moffitt	Correspondence with Edelman [REDACTED] [REDACTED]	0.1	98.50
03/01/20	N Moffitt	Outline draft responses to [REDACTED] [REDACTED]	0.2	197.00
03/01/20	N Moffitt	Correspondence with [REDACTED] [REDACTED]	0.1	98.50
03/01/20	N Moffitt	Correspondence with K. Chittenden regarding [REDACTED] [REDACTED]	0.1	98.50
03/01/20	N Moffitt	Finalize legal notices and AG letters and send to Krystal	0.7	689.50
03/01/20	P Sumner	Review updates and draft notices	0.5	512.50
03/02/20	A Dehnel	Review letter [REDACTED] [REDACTED] (.1); emails with T. Hardin regarding same (.1); emails with S. Guilbert regarding same (.1); begin drafting response [REDACTED] (.1)	0.4	284.00
03/02/20	N Moffitt	Call with [REDACTED] [REDACTED]	0.3	295.50
03/03/20	N Moffitt	Correspondence with [REDACTED] [REDACTED]	0.1	98.50
03/03/20	N Moffitt	Participate in card brand call	0.6	591.00
03/03/20	P Sumner	Review updates and revised report and participate in Card Brand call	1.0	1,025.00
03/04/20	A Dehnel	Continue drafting letter in [REDACTED] [REDACTED]	0.3	213.00
03/04/20	N Moffitt	Correspondence with Edelman [REDACTED]	0.1	98.50
03/04/20	N Moffitt	Correspondence with Krystal [REDACTED] [REDACTED] [REDACTED]	0.1	98.50
03/04/20	N Moffitt	Correspondence with S. Guilbert regarding [REDACTED]	0.1	98.50
03/04/20	N Moffitt	Correspondence with bankruptcy counsel concerning status [REDACTED] [REDACTED]	0.1	98.50
03/04/20	P Sumner	Review status and consider strategy and	0.5	512.50

13459 Krystal Company, The
265001 Project Chattanooga
03/31/20

Invoice No. 10336945
Page 3

Date	Timekeeper	Description	Hours	Value
		next steps [REDACTED]		
03/05/20	N Moffitt	Correspondence with bankruptcy lawyers [REDACTED]	0.1	98.50
03/05/20	N Moffitt	Draft responses to [REDACTED]	1.5	1,477.50
03/05/20	N Moffitt	Conference with [REDACTED] [REDACTED]	0.3	295.50
03/06/20	A Dehnel	Continue drafting letter in response to [REDACTED] [REDACTED]	0.2	142.00
03/06/20	N Moffitt	Correspondence with T. Hardin [REDACTED] [REDACTED]	0.1	98.50
03/06/20	N Moffitt	Correspondence with [REDACTED] [REDACTED] [REDACTED]	0.1	98.50
03/06/20	P Sumner	Review and comment on responses to [REDACTED]	0.4	410.00
03/07/20	N Moffitt	Correspondence with Krystal regarding status [REDACTED]	0.1	98.50
03/07/20	N Moffitt	Correspondence with Krystal regarding [REDACTED] [REDACTED]	0.1	98.50
03/09/20	S Guilbert	Review [REDACTED] and propose [REDACTED] [REDACTED]	0.1	95.00
03/09/20	N Moffitt	Call with Alvarez regarding [REDACTED]	0.4	394.00
03/09/20	N Moffitt	Evaluate [REDACTED] [REDACTED] [REDACTED]	0.4	394.00
03/09/20	N Moffitt	Review [REDACTED]	1.0	985.00
03/09/20	N Moffitt	Conference with P. Sumner regarding [REDACTED] [REDACTED]	0.1	98.50
03/09/20	N Moffitt	Prepare draft responses to [REDACTED] [REDACTED]	1.1	1,083.50
03/09/20	N Moffitt	Prepare summary of [REDACTED] in advance of telephone conference with Krystal	0.8	788.00
03/09/20	N Moffitt	Telephone conference with Krystal concerning [REDACTED]	0.6	591.00
03/09/20	N Moffitt	Telephone conference with M. Schenck regarding [REDACTED] [REDACTED]	0.1	98.50

13459 Krystal Company, The
 265001 Project Chattanooga
 03/31/20

Invoice No. 10336945
 Page 4

Date	Timekeeper	Description	Hours	Value
03/09/20	N Moffitt	Correspondence with S. Guilbert regarding [REDACTED] [REDACTED]	0.1	98.50
03/09/20	N Moffitt	Correspondence with T Hardin regarding [REDACTED] [REDACTED]	0.1	98.50
03/09/20	N Moffitt	Finalize North Carolina notice and correspondence with [REDACTED] [REDACTED]	1.4	1,379.00
03/09/20	P Sumner	Review and comment on [REDACTED]	0.4	410.00
03/09/20	P Sumner	Call with N. Moffitt and client regarding [REDACTED]	0.5	512.50
03/09/20	P Sumner	Review [REDACTED]	0.2	205.00
03/09/20	P Sumner	Review [REDACTED]	0.3	307.50
03/09/20	P Sumner	Conference with N. Moffitt regarding [REDACTED]	0.3	307.50
03/10/20	A Dehnel	Emails with S. Guilbert regarding [REDACTED] and continue drafting same	0.2	142.00
03/10/20	S Guilbert	Review TNR ROR letter and emails regarding [REDACTED]	0.1	95.00
03/10/20	N Moffitt	Correspondence with S. Borders regarding [REDACTED] [REDACTED] [REDACTED]	0.1	98.50
03/10/20	N Moffitt	Finalize [REDACTED] response and send to [REDACTED]	0.2	197.00
03/10/20	N Moffitt	Correspondence with Krystal concerning [REDACTED] [REDACTED]	0.1	98.50
03/10/20	N Moffitt	Finalize responsive communications to [REDACTED] [REDACTED] [REDACTED] regarding same	0.7	689.50
03/10/20	N Moffitt	Draft responses to [REDACTED]	1.1	1,083.50
03/10/20	N Moffitt	Finalize revisions to responses to [REDACTED] form and submit form to [REDACTED]	0.9	886.50
03/10/20	N Moffitt	Correspondence with S. Guilbert regarding [REDACTED]	0.1	98.50
03/10/20	N Moffitt	Correspondence with [REDACTED] regarding [REDACTED] [REDACTED]	0.1	98.50
03/10/20	N Moffitt	Review and revise communications	1.7	1,674.50

13459 Krystal Company, The
 265001 Project Chattanooga
 03/31/20

Invoice No. 10336945
 Page 5

Date	Timekeeper	Description	Hours	Value
		[REDACTED] regarding same		
03/10/20	P Sumner	Review and comment on final response to [REDACTED]	0.5	512.50
03/10/20	P Sumner	Review and comment on updated [REDACTED]	0.7	717.50
03/10/20	P Sumner	Correspondence with team regarding changes	0.3	307.50
03/11/20	N Moffitt	Finalize [REDACTED] and correspondence with Krystal regarding same	0.5	492.50
03/11/20	N Moffitt	Correspondence with P. Sumner regarding [REDACTED]	0.2	197.00
03/11/20	N Moffitt	Telephone conference with [REDACTED]	0.2	197.00
		[REDACTED]		
03/11/20	P Sumner	Review and comment [REDACTED]	0.3	307.50
		[REDACTED]		
03/12/20	N Moffitt	Prepare correspondence to [REDACTED]	0.3	295.50
		[REDACTED]		
		[REDACTED]		
03/12/20	N Moffitt	Coordinate [REDACTED]	0.2	197.00
03/12/20	P Sumner	Various correspondence [REDACTED]	0.2	205.00
		[REDACTED]		
03/12/20	P Sumner	Correspondence with [REDACTED]	0.2	205.00
03/12/20	P Sumner	Review update regarding preparation for [REDACTED]	0.2	205.00
03/13/20	K Chittenden	Review [REDACTED]	0.2	112.00
03/13/20	N Moffitt	Telephone conference with P. Sumner regarding [REDACTED]	0.3	295.50
		[REDACTED]		
03/13/20	N Moffitt	Call with S. Borders regarding [REDACTED]	0.2	197.00
		[REDACTED]		
03/13/20	N Moffitt	Telephone conference [REDACTED]	0.7	689.50
		[REDACTED]		
03/13/20	N Moffitt	Correspondence with [REDACTED]	0.1	98.50
		[REDACTED]		
03/13/20	N Moffitt	Coordinate scheduling of call with [REDACTED]	0.1	98.50
		[REDACTED]		
03/13/20	N Moffitt	Correspondence with S. Guilbert	0.1	98.50

13459 Krystal Company, The
 265001 Project Chattanooga
 03/31/20

Invoice No. 10336945
 Page 6

Date	Timekeeper	Description	Hours	Value
		regarding [REDACTED]		
03/13/20	N Moffitt	Correspond with K. Chittenden regarding [REDACTED] [REDACTED]	0.1	98.50
03/13/20	N Moffitt	Correspondence with P. Sumner regarding [REDACTED] [REDACTED]	0.1	98.50
03/13/20	N Moffitt	Prepare correspondence to S. Borders [REDACTED] [REDACTED]	0.1	98.50
03/13/20	N Moffitt	Prepare [REDACTED] [REDACTED]	1.4	1,379.00
03/13/20	N Moffitt	Prepare for call [REDACTED]	0.1	98.50
03/13/20	P Sumner	Telephone conference with [REDACTED] [REDACTED]	0.5	512.50
03/13/20	P Sumner	Conference with N. Moffitt to prepare for call [REDACTED] [REDACTED]	0.6	615.00
03/13/20	P Sumner	Call with N. Moffitt regarding [REDACTED] [REDACTED]	0.5	512.50
03/16/20	N Moffitt	Correspondence with [REDACTED] [REDACTED]	0.1	98.50
03/16/20	N Moffitt	Coordinate scheduling of call with [REDACTED] [REDACTED]	0.1	98.50
03/16/20	N Moffitt	Correspondence with [REDACTED] [REDACTED]	0.1	98.50
03/16/20	N Moffitt	Correspondence with [REDACTED] [REDACTED]	0.1	98.50
03/16/20	N Moffitt	Call with [REDACTED]	0.5	492.50
03/16/20	P Sumner	Review status updates and communication strategy (.6); telephone conference with N. Moffitt and [REDACTED] [REDACTED] (.2)	0.8	820.00
03/17/20	K Chittenden	Prepare [REDACTED] [REDACTED]	1.0	560.00
03/17/20	N Moffitt	Correspondence with Krystal regarding [REDACTED] [REDACTED]	0.1	98.50
03/17/20	N Moffitt	Prepare [REDACTED] [REDACTED]	0.6	591.00
03/17/20	N Moffitt	Transmit [REDACTED]	0.2	197.00

13459 Krystal Company, The
265001 Project Chattanooga
03/31/20

Invoice No. 10336945
Page 7

Date	Timekeeper	Description	Hours	Value
		[REDACTED] [REDACTED] regarding same		
03/17/20	N Moffitt	Correspondence with K. Chittenden	0.1	98.50
03/17/20	N Moffitt	Revise [REDACTED] and correspondence with K. Chittenden regarding same	0.4	394.00
03/17/20	N Moffitt	Review draft [REDACTED] and correspondence with K. Chittenden regarding same	0.1	98.50
03/17/20	N Moffitt	Correspondence with [REDACTED] regarding [REDACTED]	0.1	98.50
03/17/20	N Moffitt	[REDACTED] Correspondence with [REDACTED]	0.2	197.00
03/17/20	N Moffitt	Correspondence with Krystal concerning [REDACTED]	0.1	98.50
03/18/20	N Moffitt	Review Krystal [REDACTED] [REDACTED] [REDACTED] [REDACTED] Call with [REDACTED]	0.4	394.00
03/18/20	N Moffitt	Telephone conference with Krystal and [REDACTED] [REDACTED] [REDACTED]	0.8	788.00
03/18/20	N Moffitt	Review and revise [REDACTED] [REDACTED] correspondence with P. Sumner and K. Chittenden regarding edits to same	1.4	1,379.00
03/18/20	P Sumner	Review [REDACTED] (1.0); call with [REDACTED] (.4)	1.4	1,435.00
03/19/20	K Chittenden	Review [REDACTED] and [REDACTED] (1.0); research [REDACTED] (1.0)	2.0	1,120.00
03/19/20	N Moffitt	Call with [REDACTED] [REDACTED]	0.3	295.50
03/19/20	N Moffitt	[REDACTED]	0.4	394.00

13459 Krystal Company, The
 265001 Project Chattanooga
 03/31/20

Invoice No. 10336945
 Page 8

Date	Timekeeper	Description	Hours	Value
		████████ correspondence with team regarding revisions to same		
03/19/20	N Moffitt	Oversee and coordinate ██████████	3.8	3,743.00
		████████		
		████████		
		████████		
03/19/20	N Moffitt	Revise and finalize ██████████	0.9	886.50
		████████		
03/19/20	N Moffitt	Revise ██████████	1.2	1,182.00
		████████		
03/19/20	N Moffitt	Coordinate further ██████████	0.3	295.50
		████████ and analysis of ██████████		
03/19/20	N Moffitt	████████	0.6	591.00
		████████		
03/19/20	P Sumner	Various correspondence with team regarding ██████████	0.7	717.50
		████████		
03/19/20	P Sumner	Review various updates and revisions to ██████████	0.5	512.50
		████████		
03/19/20	P Sumner	Call with N. Moffitt and client regarding ██████████	0.3	307.50
		████████		
03/19/20	P Sumner	Call with N. Moffitt and client regarding ██████████	0.3	307.50
		████████		
03/19/20	P Sumner	Conference with N. Moffitt regarding ██████████	0.4	410.00
		████████		
03/19/20	P Sumner	Comment on ██████████	0.3	307.50
03/19/20	P Sumner	Correspondence regarding ██████████	0.3	307.50
		████████		
03/20/20	N Moffitt	Call with S. Borders ██████████	0.1	98.50
		████████		
03/20/20	N Moffitt	Correspondence with T. Hardin regarding ██████████	0.1	98.50
		████████		
03/31/20	N Moffitt	Update ██████████ in anticipation of call with ██████████	0.8	788.00
		████████		
		████████		
03/31/20	N Moffitt	Exchange correspondence with ██████████	0.2	197.00
		████████		
		████████		

13459 Krystal Company, The
265001 Project Chattanooga
03/31/20

Invoice No. 10336945
Page 9

Date	Timekeeper	Description	Hours	Value
03/31/20	P Sumner	Review and comment on [REDACTED]	0.4	410.00
		Total	52.9	50,977.00

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Shelby Guibert	Partner	0.2	950.00	190.00
Natasha Moffitt	Partner	34.9	985.00	34,376.50
Phyllis Sumner	Partner	13.5	1025.00	13,837.50
Kelley Chittenden	Associate	3.2	560.00	1,792.00
Amy Dehnel	Associate	1.1	710.00	781.00
Total		52.9		50,977.00

KING & SPALDING

FEDERAL I.D. 58-0520153

The Krystal Company
ATTN: Tony Hardin
1455 Lincoln Parkway E
Suite 600
Dunwoody, GA 30346

Remit To:
King & Spalding LLP
P.O. Box 116133
Atlanta, GA 30368-6133

By Wire: SunTrust Bank
ABA: 061 000 104
SWIFT: SNTRUS3A
USD Account: 88003 12475
Account Name: King & Spalding

Invoice No.	10336945
Invoice Date	03/31/20
Client No.	13459
Matter No.	265001

RE: Project Chattanooga

For questions, contact:
Phyllis Sumner +1 404 572 4799

REMITTANCE

Please return this page with your remittance.

Amount Due This Invoice	\$50,977.00
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Payment is Due Upon Receipt

KING & SPALDING

FEDERAL I.D. 58-0520153

Remit To:
King & Spalding LLP
P.O. Box 116133
Atlanta, GA 30368-6133

By Wire: SunTrust Bank
ABA: 061 000 104
SWIFT: SNTRUS3A
USD Account: 88003 12475
Account Name: King & Spalding

The Krystal Company
ATTN: Bruce Vermilyea
Chief Financial Officer
1455 Lincoln Parkway E
Suite 600
Dunwoody, GA 30346

Invoice No. 10336606
Invoice Date 03/31/20
Client No. 13459
Matter No. 253001

RE: Restructuring Advice

For questions, contact:
Kathryn Furman +1 404 572 3599

For Professional Services Rendered through 03/31/20:

Fees	\$	209,414.00
Expenses		43.94
Total this Invoice	\$	209,457.94

Payment is Due Upon Receipt

13459 Krystal Company, The
 253001 Restructuring Advice
 03/31/20

Invoice No. 10336606
 Page 2

PROFESSIONAL SERVICES

Date	Timekeeper	Task	Description	Hours	Value
03/02/20	J Dutson	B110	Call with UST's counsel regarding hearing and other items and prepare for same (0.5); weekly bank group call (0.5); call with J. Tibus and S. Borders regarding hearing prep (0.8); prepare for hearing on Vendor Support Agreement and other matters (3.2)	5.0	5,025.00
03/03/20	B Baker	B110	Email correspondence concerning OCP declarations	0.5	280.00
03/03/20	J Dutson	B110	Prepare for and attend hearing on Vendor Support Agreement and other matters	5.5	5,527.50
03/04/20	B Baker	B110	Calls and email correspondence concerning OCP declarations	1.1	616.00
03/05/20	B Baker	B110	Review bar date order	0.6	336.00
03/11/20	B Baker	B110	Review and incorporate comments to proposed bar date order and proof of claim form	2.0	1,120.00
03/12/20	B Baker	B110	Email correspondence concerning bar date order and hearing	2.2	1,232.00
03/13/20	B Baker	B110	Email correspondence concerning OCP order	0.3	168.00
03/15/20	J Dutson	B110	Emails regarding upcoming hearing	0.2	201.00
03/16/20	B Baker	B110	Draft notice of modified bar date order (2.7); file notice of modified bar date order (.5); calls and email correspondence concerning bar date order and hearing (1.5)	4.7	2,632.00
03/16/20	S Borders	B110	Call with lenders (.4); call regarding COVID 19 (1.0); call regarding sale Process (.5); call with T. Stratton (.5); address APA issues (.5); call regarding [REDACTED] diligence (.8)	3.7	4,495.50
03/17/20	B Baker	B110	Telephonic hearing on bar date motion (.5); edit bar date order and exhibits to upload (.4); upload bar date order (.2); prepare initial draft of APA schedules (6.5); email correspondence and calls	9.6	5,376.00

13459 Krystal Company, The
253001 Restructuring Advice
03/31/20

Invoice No. 10336606
Page 3

Date	Timekeeper	Task	Description	Hours	Value
			concerning bar date order, required notices and APA schedules (2.0)		
03/17/20	S Borders	B110	Participate in bar date hearing (.9); call with J. Feldsher regarding status (.4); respond to various COVID 19 issues (.6); call with T. Stratton (.4)	2.5	3,037.50
03/18/20	S Borders	B110	Address various COVID 19 issues	1.0	1,215.00
03/19/20	S Borders	B110	Address various COVID 19 issues	1.5	1,822.50
03/24/20	B Baker	B110	Update stay relief motion chart	0.2	112.00
03/24/20	S Borders	B110	Call with Lenders regarding status of case (.6); call with R. Williamson regarding use of cash collateral (.5)	1.1	1,336.50
03/24/20	J Dutson	B110	Call with T. Hardin regarding pension termination (0.6); emails regarding EEOC litigation (0.2); respond to inquiries regarding notice (0.2)	1.0	1,005.00
03/25/20	B Baker	B110	Email correspondence concerning [REDACTED] diligence requests	0.2	112.00
03/26/20	B Baker	B110	Review open items on permit schedule (.8); diligence call (.2)	1.0	560.00
03/26/20	J Dutson	B110	Call with client and S. Borders regarding cash collateral (0.5); review pension notice and related documents (1.0)	1.5	1,507.50
03/27/20	J Dutson	B110	Emails with pension specialist regarding termination (0.4); emails with committee regarding cash collateral (0.2); review interim budget (0.4)	1.0	1,005.00
			Total B110	46.4	38,722.00
03/01/20	S Borders	B130	Prepare argument and witness outlines for hearing on bid Procedures (3.2); revise orders regarding same and circulated (1.3)	4.5	5,467.50
03/01/20	J Dutson	B130	Call with Agent and counsel regarding sale process and prepare for same	0.8	804.00
03/02/20	S Borders	B130	Prepare for bid procedures hearing including calls with UCC and lender counsel (3.2); revisions to order and procedures (1.2); notice	5.8	7,047.00

13459 Krystal Company, The
253001 Restructuring Advice
03/31/20

Invoice No. 10336606
Page 4

Date	Timekeeper	Task	Description	Hours	Value
			of final order (.4); meeting with T. Stratton at Piper regarding same (1.0)		
03/02/20	J Dutson	B130	Call with M. Elliott regarding sale process (0.5); emails regarding NDAs (0.5)	1.0	1,005.00
03/02/20	L Shermohammed	B130	Revise and correspond with the Committee and lenders regarding the proposed bidding procedures order (2.1); correspond with the Court regarding the revised proposed bidding procedures order (.3);	2.4	1,608.00
03/03/20	S Borders	B130	Prepare for and attend hearing on bid procedures and other matters (3.5); work with UCC and Lender counsel to revise orders (1.5); attention to potential bidder (.5)	5.5	6,682.50
03/03/20	J Dutson	B130	Confer with T. Stratton regarding NDAs	0.3	301.50
03/04/20	S Borders	B130	Email with T. Stratton regarding bid procedures (.2); review of entered bid procedures order (.1); call with client regarding potential bidder (.2)	0.5	607.50
03/04/20	L Shermohammed	B130	Prepare notice of sale hearing	1.5	1,005.00
03/05/20	S Borders	B130	Attention to sale issues (.5); question from bidder (.5); entry of bid procedures order (.2); process for stalking horse APA (.3)	1.5	1,822.50
03/06/20	S Borders	B130	Attention to issues raised by potential bidder (.7); call with client regarding status of case (.4); email regarding Piper report (.3)	1.4	1,701.00
03/06/20	J Dutson	B130	Review NDAs	0.5	502.50
03/06/20	L Shermohammed	B130	Prepare list for and correspond with KCC regarding secured parties to be served with the bidding procedures order	0.9	603.00
03/08/20	B Baker	B130	Review bidding and assumption and assignment procedures (1.5); draft timeline and task list regarding the same (1.6)	3.1	1,736.00
03/09/20	B Baker	B130	Draft sale timeline and task list (2.1); discuss sale timeline and task list with L. Shermohammed	2.4	1,344.00

13459 Krystal Company, The
 253001 Restructuring Advice
 03/31/20

Invoice No. 10336606
 Page 5

Date	Timekeeper	Task	Description	Hours	Value
			(.3)		
03/09/20	J Dutson	B130	Emails regarding NDA issues (0.5); revise NDAs and emails regarding same (1.0); call with M. Elliott regarding NDAs (0.5); bank group update call (0.5)	2.5	2,512.50
03/10/20	B Baker	B130	Discuss sale timeline and task list with L. Shermohammed (.5); review comments to proposed bar date order and proof of claim form (.5); email correspondence concerning the same (.2)	1.2	672.00
03/10/20	J Dutson	B130	Emails regarding NDA issues and revise NDAs	1.5	1,507.50
03/10/20	L Shermohammed	B130	Prepare APA schedules and correspond with M. Shenk regarding same	1.2	804.00
03/11/20	B Baker	B130	Discuss sale timeline and task list with L. Shermohammed (.5); edit sale timeline and task list (3.0); email correspondence concerning bar date order, sale task list, and OCP declarations (.6)	4.1	2,296.00
03/11/20	L Shermohammed	B130	Review APA and prepare documents and schedules for closing	3.0	2,010.00
03/12/20	B Baker	B130	Coordinate creating list of lien parties for service of bidding procedures order	2.5	1,400.00
03/12/20	S Borders	B130	Work on sale issues and address various bidder requests and issues	3.2	3,888.00
03/12/20	K Osborne	B130	Conference with B. Baker; review lien search results, prepare list of current Secured Parties and their addresses, and email to B. Baker	2.9	957.00
03/13/20	S Borders	B130	Call with potential bidder regarding security breach issues and preparation for same (1.); call with T. Stratton regarding sale status (.5); work on coordination for sale schedules (.5)	2.0	2,430.00
03/15/20	S Borders	B130	Work on sale issues (1.0); outline diligence issues (1.0); respond to diligence request from bidder (.7)	2.7	3,280.50
03/16/20	L Shermohammed	B130	Revise draft of APA schedules	1.3	871.00
03/17/20	L Shermohammed	B130	Revise APA schedules and	1.7	1,139.00

13459 Krystal Company, The
 253001 Restructuring Advice
 03/31/20

Invoice No. 10336606
 Page 6

Date	Timekeeper	Task	Description	Hours	Value
			correspond with B. Baker at K&S regarding same		
03/18/20	B Baker	B130	Calls and email correspondence APA and cure schedules, stay relief motions, and diligence requests (2.0); review and comments on diligence request chart for potential stalking horse (2.8); create chart of stay relief motions (1.5)	6.3	3,528.00
03/18/20	J Dutson	B130	Revise NDAs and emails regarding same	1.0	1,005.00
03/18/20	L Shermohammed	B130	Conference with M. Shenk at A&M and I. Oberlin at Piper regarding [REDACTED] diligence request (.9); update [REDACTED] diligence request list based on comments from M. Shenk and I. Oberlin (1.0); correspond with B. Baker regarding various requests in the [REDACTED] diligence request (1.5); review correspondence regarding WARN act notice requirements (.2); conference with J. Dutson regarding same (.1); update APA schedules and correspond with S. Borders regarding same (1.4); correspond with landlord regarding property taxes (.6)	5.7	3,819.00
03/19/20	B Baker	B130	Calls and email correspondence APA schedules and diligence requests (2.2); review and comments on diligence request chart for potential stalking horse (2.8); coordinate drafting APA schedule regarding permits (1.5)	6.5	3,640.00
03/19/20	A Sambataro	B130	Prepare business license data for attorney review	2.5	625.00
03/19/20	L Shermohammed	B130	Correspond with T. Potesta regarding permits relevant the APA schedules (.3); draft, review, and revise permits schedule (3.8); conference with M. Church at Krystal regarding various leases and property taxes (.4); conference with landlord regarding property taxes (.6); review financial	9.0	6,030.00

13459 Krystal Company, The
 253001 Restructuring Advice
 03/31/20

Invoice No. 10336606
 Page 7

Date	Timekeeper	Task	Description	Hours	Value
03/20/20	B Baker	B130	statements and advise T. Potesta regarding inclusion in the APA schedules (.9); update [REDACTED] diligence request list in consultation with I. Oberlin and M. Shenk at A&M and prepare to send initial draft to [REDACTED] (1.8); correspond with M. McLoughlin, counsel to the Committee, regarding the US Foods motion (.3); correspond with KCC regarding NYT publication (.1); review environmental matters pertinent to the APA schedules (.5); correspond with M. Shenk at A&M regarding cure costs (.3)	5.2	2,912.00
03/20/20	S Borders	B130	Calls and email correspondence APA schedules and diligence requests (3.2); coordinate drafting APA schedule regarding permits (2.0)	1.2	1,458.00
03/20/20	S Borders	B130	Attention to sale issue and call with T. Stratton regarding bidder proposal and proposed response	2.1	2,551.50
03/20/20	A Sambataro	B130	Call among TKC professionals regarding COVID 19 and impact on business and sales process (.5); document review regarding same (.5); emails with committee counsel (.1); attention to [REDACTED] diligence requests (1.0)	4.2	1,050.00
03/20/20	L Shermohammed	B130	Prepare business license data for attorney review	3.2	2,144.00
03/21/20	S Borders	B130	Correspond with T. Potesta at A&M regarding assigned contracts (.3); update [REDACTED] diligence request list and send to [REDACTED] (1.2); review and respond to current draft of APA schedules (1.7)	1.0	1,215.00
03/23/20	B Baker	B130	Attention to sale issues and bidder feedback	1.4	784.00
03/23/20	S Borders	B130	Review APA schedule drafts (.9); email correspondence concerning the same (.5)	1.8	2,187.00

13459 Krystal Company, The
253001 Restructuring Advice
03/31/20

Invoice No. 10336606
Page 8

Date	Timekeeper	Task	Description	Hours	Value
			(.5); call with bank group regarding sales process (.5); emails with landlord regarding same (.3); call with UCC counsel regarding same (.5)		
03/23/20	J Dutson	B130	Call with Bank Group regarding sale and prepare for same (0.5); call with independent director regarding sale (0.3); review A&M deck (0.2)	1.0	1,005.00
03/23/20	D Fowler	B130	Email correspondence with L. Shermohammed regarding diligence request (.2); send operating agreements, bylaws and articles to satisfy diligence request (.3)	0.5	295.00
03/23/20	L Shermohammed	B130	Correspond with D. Fowler at K&S regarding organizational documents and review same (.8); revise and provide comments to A&M on the APA schedules and correspond with A&M and B. Baker regarding same (2.1); correspond with B. Baker and A&M regarding cure schedule (.9); revise and provide comments to Piper on [REDACTED] diligence request (1.4); review various permits for inclusion in the APA schedules (.7)	5.9	3,953.00
03/23/20	L Shermohammed	B130	Correspond with landlord regarding lease rejection (.5); correspond with counsel for landlord regarding lease amendments (.1)	0.6	402.00
03/24/20	B Baker	B130	Call and email correspondence concerning APA schedules	0.5	280.00
03/24/20	L Shermohammed	B130	Correspond with J. Simpson regarding APA schedule	0.2	134.00
03/25/20	L Shermohammed	B130	Correspond with Piper team regarding [REDACTED] diligence request	0.6	402.00
03/26/20	L Shermohammed	B130	Conference with Piper and A&M teams regarding sale process and [REDACTED] diligence request (.7); correspond with M. Helt at Foley regarding sale process (.2);	1.4	938.00

13459 Krystal Company, The
 253001 Restructuring Advice
 03/31/20

Invoice No. 10336606
 Page 9

Date	Timekeeper	Task	Description	Hours	Value
			correspond with B. Baker regarding permits and review same (.5)		
03/27/20	J Dutson	B130	Call with Lender's counsel and Piper regarding status of sale	0.6	603.00
03/28/20	S Borders	B130	Call with S. Fizman (.3); call with T. Stratton (.3); attention to sale diligence issues (.4)	1.0	1,215.00
03/30/20	J Dutson	B130	Bank group call regarding sale (0.5); call with independent director regarding sale (0.4); call with client and S. Borders regarding status and strategy (0.5)	1.4	1,407.00
03/30/20	L Shermohammed	B130	Correspond with Piper team regarding [REDACTED] diligence request	0.4	268.00
03/31/20	S Borders	B130	Call with potential bidder regarding diligence requests	1.5	1,822.50
03/31/20	J Dutson	B130	Call with S. Borders and client regarding strategy and emails with S. Borders regarding same	0.7	703.50
03/31/20	J Dutson	B130	Emails regarding EEOC diligence items	0.3	301.50
			Total B130	129.6	102,682.50
03/03/20	J Dutson	B150	Respond to inquiries from landlords	0.3	301.50
03/04/20	J Dutson	B150	Respond to inquiries from AR Global	0.4	402.00
03/13/20	L Shermohammed	B150	Correspond with M. McLaughlin regarding the US Foods order (.2)	0.2	134.00
03/30/20	L Shermohammed	B150	Correspond with various creditors, including employees, and respond to inquiries regarding the bar date notice and proofs of claim	2.2	1,474.00
			Total B150	3.1	2,311.50
03/02/20	B Baker	B160	Email correspondence concerning OCP declarations	0.2	112.00
03/05/20	B Baker	B160	Email correspondence concerning OCP declarations and bidding procedures order	0.5	280.00
03/05/20	J Dutson	B160	Emails and calls with N. Moffitt regarding Edelman retention	0.3	301.50
03/06/20	B Baker	B160	File OCP declarations (1.2); email correspondence concerning the same (.7)	1.9	1,064.00

13459 Krystal Company, The
 253001 Restructuring Advice
 03/31/20

Invoice No. 10336606
 Page 10

Date	Timekeeper	Task	Description	Hours	Value
03/09/20	J Dutson	B160	Attend to Edelman issues	0.5	502.50
03/11/20	J Dutson	B160	Emails regarding Edelman retention	0.3	301.50
			Total B160	3.7	2,561.50
03/01/20	B Baker	B185	Research precedent response to motion to compel lease rejection or assumption	1.4	784.00
03/04/20	L Shermohammed	B185	Draft motion to extend time to assume or reject executory contracts	2.6	1,742.00
03/05/20	J Dutson	B185	Calls and emails with client regarding lease amendments (0.7); respond to inquiries from AR Global (0.3)	1.0	1,005.00
03/05/20	L Shermohammed	B185	Revise lease amendments for certain Krystal locations	1.1	737.00
03/06/20	J Dutson	B185	Review and revise lease amendments	1.0	1,005.00
03/06/20	L Shermohammed	B185	Correspond with landlord Crescent Sunset properties regarding insurance claim (.4); revise lease amendments of certain Krystal locations and correspond with J. Dutson regarding same (1.2)	1.6	1,072.00
03/09/20	J Dutson	B185	Respond to inquiries from lessors	0.5	502.50
03/25/20	L Shermohammed	B185	Correspond with the Company regarding a second omnibus lease rejection motion, including certain billboard leases (.8); correspond with M. Shenk regarding Hachmann lease rejection (.4); correspond with the Committee and lenders regarding consenting to lease amendments (.4)	1.6	1,072.00
03/27/20	L Shermohammed	B185	Correspond with the Committee and the Company regarding the lease amendments	0.4	268.00
03/28/20	J Dutson	B185	Respond to inquiries regarding leases and follow up on outstanding motions	0.5	502.50
03/29/20	B Baker	B185	Draft motion to extend deadline to assume nonresidential property lease (.9); locate precedent regarding the same (1.5)	2.4	1,344.00
03/29/20	J Dutson	B185	Emails with L. Shermohammed regarding lease motions	0.4	402.00

13459 Krystal Company, The
253001 Restructuring Advice
03/31/20

Invoice No. 10336606
Page 11

Date	Timekeeper	Task	Description	Hours	Value
03/30/20	B Baker	B185	Draft motion to extend deadline to assume nonresidential property lease	4.9	2,744.00
03/31/20	B Baker	B185	Draft motion to extend deadline to assume nonresidential property lease	1.2	672.00
			Total B185	20.6	13,852.00
03/03/20	S Borders	B220	Attention to rejection of pension	0.5	607.50
03/04/20	J Dutson	B220	Emails and calls regarding pension termination	0.8	804.00
03/05/20	S Choy	B220	Telephone conference with J. Dutson regarding pension termination requirements	0.2	247.00
03/05/20	J Dutson	B220	Emails and calls with client regarding pension	1.4	1,407.00
03/10/20	S Choy	B220	Emails with S. Borders, et al. regarding information for pension plan termination, review information	0.5	617.50
03/10/20	J Dutson	B220	Emails to client regarding pension termination issues and review documents regarding same	1.2	1,206.00
			Total B220	4.6	4,889.00
03/22/20	S Borders	B230	Attention to cash forecast issues	0.7	850.50
03/26/20	S Borders	B230	Prepare for upcoming cash collateral hearing and emails regarding same	0.6	729.00
03/27/20	S Borders	B230	Prepare for upcoming cash collateral hearing (1.0); call with lenders (.4); call with T. Stratton regarding APA timelines as it relates to cash collateral (.3)	1.7	2,065.50
03/30/20	S Borders	B230	Call with Bank Group (.6); call with client regarding cash collateral (.5); review of revised cash collateral order (.4); email with UCC counsel regarding cash collateral (.2)	1.7	2,065.50
03/31/20	S Borders	B230	Call with A&M and S&W regarding preparation for cash collateral hearing (.6); review of revised budget (.3); review of revised order (.3); email with UCC (.2)	1.4	1,701.00
			Total B230	6.1	7,411.50

13459 Krystal Company, The
 253001 Restructuring Advice
 03/31/20

Invoice No. 10336606
 Page 12

Date	Timekeeper	Task	Description	Hours	Value
03/30/20	L Shermohammed	B320	Draft and revise motion to extend exclusivity periods	1.2	804.00
			Total B320	1.2	804.00
03/02/20	L Shermohammed	B410	Revise and file agenda for March 3 hearing (.6); correspond with N. Moffitt at K&S regarding ordinary course professionals (.7); prepare for March 3 hearing (5.6); correspond with the UST regarding the proposed orders on the motions set for hearing on March 3 (.5)	7.4	4,958.00
03/03/20	L Shermohammed	B410	Prepare for and attend hearing (6.4); prepare and submit proposed orders to the Court and correspond with the Court regarding same (1.7); correspond with KCC regarding service of the 503(b)(9) order and proof of claim form (.8)	8.9	5,963.00
03/04/20	L Shermohammed	B410	Draft noticing of filing of an amended OCP list and correspond with N. Moffitt at K&S regarding same (.9); correspond with L. Smith at Edelman regarding the OCP declaration of disinterestedness (.6); correspond with the Committee regarding the 503(b)(9) motion and proof of claim form (.2); correspond with the Court regarding the bidding procedures order (.4); correspond with utility providers regarding additional adequate assurance requests (.3); review and revise pension termination memorandum and correspond with Findley regarding same (1.3)	3.7	2,479.00
03/05/20	L Shermohammed	B410	Conference with L. Smith at Edelman regarding declaration of disinterestedness (.4); correspond with N. Moffitt at K&S regarding same (.2)	0.6	402.00
03/06/20	L Shermohammed	B410	Revise and file amended OCP list and correspond with S. Borders regarding same (.5); review and file Edelman declaration of disinterestedness (.3); correspond with M. Shenk at A&M regarding	1.5	1,005.00

13459 Krystal Company, The
 253001 Restructuring Advice
 03/31/20

Invoice No. 10336606
 Page 13

Date	Timekeeper	Task	Description	Hours	Value
			J. Nemo as an OCP (.4); correspond with A. Ray regarding secured parties (.3)		
03/09/20	L Shermohammed	B410	Correspond with the U.S. Trustee, the Committee, and the lenders regarding the Edelman declaration (.5); correspond with N. Moffitt regarding same (.2); correspond with K. Hines regarding bar date order (.2); correspond with J. Simpson regarding the monthly operating report (.4)	1.3	871.00
03/10/20	L Shermohammed	B410	Correspond with A&M and Piper Sandler regarding compensation procedures (.6); correspond with KCC and B. Baker regarding the proof of claim form (.6); correspond with K. Hines regarding bar date order revisions and the proof of claim form (.3); correspond with various creditors regarding filings proofs of claim (.7); correspond with various employees regarding the bidding procedures order that was served (1.8); correspond with the U.S. Trustee regarding the Edelman declaration (.3)	4.3	2,881.00
03/11/20	L Shermohammed	B410	Correspond with the U.S. Trustee, the Committee, and the lender's regarding the Edelman ordinary course professional declaration and review and file same	1.2	804.00
03/12/20	L Shermohammed	B410	Review and revise monthly operating report (.6); correspond with J. Simpson regarding same (.3); correspond with S. Kulka regarding the bar date hearing (.1); revise bar date order and correspond with B. Baker regarding same (.3); correspond with various parties regarding the bar date hearing (.5); correspond with B. Baker regarding secured parties (.2)	2.0	1,340.00
03/16/20	L Shermohammed	B410	Review, revise, and prepare the monthly operating report for filing and correspond with J. Simpson at	5.6	3,752.00

13459 Krystal Company, The
 253001 Restructuring Advice
 03/31/20

Invoice No. 10336606
 Page 14

Date	Timekeeper	Task	Description	Hours	Value
03/17/20	L Shermohammed	B410	A&M regarding same (1.6); prepare for hearing on bar date motion and correspond with S. Borders regarding same (2.9); review motions for relief from stay and correspond with S. Kulka, counsel to the Committee, regarding same (.4); correspond with M. Church at the Company regarding property tax issues (.3); call with the Company regarding lease issues and COVID 19 (.4)	6.1	4,087.00
03/18/20	L Shermohammed	B410	Prepare for and telephonically attend hearing on bar date motion (3.5); review [REDACTED] diligence request and correspond with M. Shenk at A&M and I. Oberlin at Piper regarding same (1.4); correspond with R. Esposito and T. Potesta at A&M regarding pending litigation (.2); correspond with M. Church at the Company regarding property taxes (.6); correspond with a creditor regarding the proof of claim form (.2); correspond with B. Baker and KCC regarding service of the bar date order and related documents (.2)	0.6	402.00
03/20/20	L Shermohammed	B410	Correspond with counsel to Movant seeking stay relief	0.7	469.00
03/24/20	L Shermohammed	B410	Correspond with T. Hardin at Krystal regarding pension (.5); correspond with landlord regarding property taxes (.2)	3.1	2,077.00
			Draft email to J. Dutson regarding upcoming critical deadlines (.3); correspond with D. Fowler regarding company organization documents (.2); conference with Piper team regarding [REDACTED] diligence items (.9); correspond with Court staff regarding the upcoming cash collateral hearing (.2); coordinate additional notice of the bar date with KCC (.6); correspond with B. Bakery regarding stay relief motions and review same (.9)		

13459 Krystal Company, The
 253001 Restructuring Advice
 03/31/20

Invoice No. 10336606
 Page 15

Date	Timekeeper	Task	Description	Hours	Value
03/25/20	L Shermohammed	B410	Correspond with K. Tazari regarding service of the Bar Date Order and Notice	0.2	134.00
03/30/20	L Shermohammed	B410	Correspond with the Company regarding base rent on lease amendments (.3); numerous calls with creditors regarding the bar date notice (1.4)	1.7	1,139.00
03/30/20	L Shermohammed	B410	Correspond with M. Woods and M. Misdom at Krystal regarding lease amendments (.3); review cash collateral budget reporting (.1)	0.4	268.00
03/31/20	L Shermohammed	B410	Draft and revise motion to extend exclusivity period (2.5); analyze motions for relief and correspond with M. Shenk regarding same (.7); conference with counsel for potential stalking horse regarding diligence requests (1.5)	4.7	3,149.00
Total B410				54.0	36,180.00
Total				269.3	209,414.00

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Sarah Borders	Partner	52.1	1215.00	63,301.50
Sam Choy	Partner	0.7	1235.00	864.50
Jeff Dutson	Partner	34.4	1005.00	34,572.00
Britney Baker	Associate	68.1	560.00	38,136.00
Daniel Fowler	Associate	0.5	590.00	295.00
Leia Shermohammed	Associate	103.9	670.00	69,613.00
Karen Osborne	Paralegal	2.9	330.00	957.00
Andra Sambataro	Paralegal	6.7	250.00	1,675.00
Total		269.3		209,414.00

Expenses Incurred

03/03/20	Transportation Costs - VENDOR: Shermohammed, Leia INVOICE#: 4058568203101254 DATE: 3/10/2020 Parking at Courthouse for Final Motions Hearing	18.00
03/06/20	Document Delivery - VENDOR: Georgia Messenger Service, Inc. INVOICE#: 319575 DATE: 3/6/2020 Messenger service	25.94

13459 Krystal Company, The
253001 Restructuring Advice
03/31/20

Invoice No. 10336606
Page 16

Expenses Incurred

Total Expenses	43.94
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13459 Krystal Company, The
253001 Restructuring Advice
03/31/20

Invoice No. 10336606
Page 17

Task Summary

Task		Hours	Value
B110	Case Administration	46.4	38,722.00
B130	Asset Disposition	129.6	102,682.50
B150	Meetings of and Communications with Creditors	3.1	2,311.50
B160	Fee/Employment Applications	3.7	2,561.50
B185	Assumption/Rejection of Leases and Contracts	20.6	13,852.00
B220	Employee Benefits/Pensions	4.6	4,889.00
B230	Financing/Cash Collections	6.1	7,411.50
B320	Plan and Disclosure Statement (including Business Plan)	1.2	804.00
B410	General Bankruptcy Advice/Opinions	54.0	36,180.00
Total		269.3	209,414.00

KING & SPALDING

FEDERAL I.D. 58-0520153

The Krystal Company
ATTN: Bruce Vermilyea
Chief Financial Officer
1455 Lincoln Parkway E
Suite 600
Dunwoody, GA 30346

Remit To:
King & Spalding LLP
P.O. Box 116133
Atlanta, GA 30368-6133

By Wire: SunTrust Bank
ABA: 061 000 104
SWIFT: SNTRUS3A
USD Account: 88003 12475
Account Name: King & Spalding

Invoice No.	10336606
Invoice Date	03/31/20
Client No.	13459
Matter No.	253001

RE: Restructuring Advice

For questions, contact:
Kathryn Furman +1 404 572 3599

REMITTANCE

Please return this page with your remittance.

Amount Due This Invoice	\$209,457.94
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Payment is Due Upon Receipt

KING & SPALDING

FEDERAL I.D. 58-0520153

The Krystal Company
ATTN: Bruce Vermilyea
Chief Financial Officer
1455 Lincoln Parkway E
Suite 600
Dunwoody, GA 30346

Remit To:
King & Spalding LLP
P.O. Box 116133
Atlanta, GA 30368-6133

By Wire: SunTrust Bank
ABA: 061 000 104
SWIFT: SNTRUS3A
USD Account: 88003 12475
Account Name: King & Spalding

Invoice No.	10343597
Invoice Date	04/30/20
Client No.	13459
Matter No.	253001

RE: Restructuring Advice

For questions, contact:
Kathryn Furman +1 404 572 3599

For Professional Services Rendered through 04/30/20:

Fees	\$	313,011.00
Expenses		393.00
Total this Invoice	\$	313,404.00

Payment is Due Upon Receipt

13459 Krystal Company, The
 253001 Restructuring Advice
 04/30/20

Invoice No. 10343597
 Page 2

PROFESSIONAL SERVICES

Date	Timekeeper	Task	Description	Hours	Value
04/01/20	J Dutson	B110	Respond to inquiry from creditors (0.6); emails regarding cash collateral (0.4)	1.0	1,005.00
04/02/20	J Dutson	B110	Attend to outstanding motions for exclusivity and lease extension	0.5	502.50
04/03/20	S Borders	B110	Call with lenders on data privacy breach issues along with N. Moffitt and P. Sumner	0.5	607.50
04/06/20	B Baker	B110	Email correspondence concerning motions to extend exclusivity and time to assume or reject executory contracts	0.2	112.00
04/13/20	S Borders	B110	Call with T. Stratton regarding sale (.5); call with R. Williamson regarding strategy (.5); call with former CEO regarding 409(a)(5); document review regarding audit (.3)	1.8	2,187.00
04/13/20	J Dutson	B110	Emails regarding pension termination (0.3); review and comment on MOR (0.5)	0.8	804.00
04/14/20	S Borders	B110	Call with client regarding business issues	0.5	607.50
			Total B110	5.3	5,825.50
04/01/20	B Baker	B130	Edit draft motion to extend time to assume or reject nonresidential property leases (1.0); discuss draft with L Shermohammed (.3)	1.3	728.00
04/02/20	S Borders	B130	Call with T. Stratton regarding bids	0.5	607.50
04/03/20	J Dutson	B130	Review and revise NDA	0.5	502.50
04/05/20	B Baker	B130	Email correspondence concerning contract cure schedule	0.2	112.00
04/05/20	S Borders	B130	Review of APA received from bidder	1.2	1,458.00
04/06/20	B Baker	B130	Review draft contract cure schedule (.7); email correspondence concerning comments to contract cure schedule (.2)	0.9	504.00
04/06/20	S Borders	B130	Call with T. Stratton (.3); attention to sale issue (.2); call with T. Stratton (.2); review of APA	2.2	2,673.00

13459 Krystal Company, The
 253001 Restructuring Advice
 04/30/20

Invoice No. 10343597
 Page 3

Date	Timekeeper	Task	Description	Hours	Value
			received from bidder with Piper and A&M (.5); document review regarding same (1.0)		
04/06/20	J Dutson	B130	Attend bank group call regarding sale and prepare for same (0.5); call with M. Elliott regarding sale process (0.3); emails regarding APA and review same (0.5); review Cure Cost Schedule (0.9)	2.2	2,211.00
04/06/20	L Shermohammed	B130	Review cure cost schedule (.3); correspond with M. Shenk regarding revisions to cure cost schedule (.3); correspond with Piper team regarding legal diligence (1.3); correspond with counsel for Mississippi Power regarding cure notice and sale process (.5); correspond with KCC regarding service of cure notice (.3)	2.7	1,809.00
04/07/20	S Borders	B130	Call with A&M and Piper regarding projected proceeds from APA Purchaser offer (.5); document review regarding same (.8)	1.3	1,579.50
04/07/20	S Borders	B130	Emails with Kramer Levin regarding APA (0.3); review of cure costs schedule (0.3); emails with J. Dutson regarding same (0.3)	0.9	1,093.50
04/07/20	J Dutson	B130	Emails and calls with T. Hardin regarding outstanding sale diligence (0.5); review documents related to same (0.3); review cure cost notice and schedule (0.5)	1.3	1,306.50
04/07/20	L Shermohammed	B130	Correspond with M. Shenk regarding cure cost schedule revisions and file same (1.1); correspond with Piper team regarding Sentinel diligence requests (.6); correspond with L. Peters regarding adequate assurance information request (.3); correspond with KCC regarding service of the cure notice (.4)	2.4	1,608.00
04/08/20	S Borders	B130	Attention to Sentinel APA (1.7); prepared extract of assumed liabilities (0.5); call with Piper and	3.8	4,617.00

13459 Krystal Company, The
 253001 Restructuring Advice
 04/30/20

Invoice No. 10343597
 Page 4

Date	Timekeeper	Task	Description	Hours	Value
			A&M (0.5); review of all administrative expenses to be paid under APA (0.5); review of bid procedures (0.3); addressed lease issues (0.3)		
04/08/20	J Dutson	B130	Review and revise NDAs	0.5	502.50
04/08/20	L Shermohammed	B130	Draft stalking horse notice	0.8	536.00
04/09/20	L Shermohammed	B130	Correspond with various creditors and the company regarding reconciling cure amounts	1.2	804.00
04/10/20	S Borders	B130	Attention to sale issues and response from bidder.	0.7	850.50
04/10/20	L Shermohammed	B130	Correspond with various creditors and the company regarding the reconciliation of cure amounts (.4); correspond with A. Wyatt regarding adequate assurance information (.3)	0.7	469.00
04/11/20	S Borders	B130	Attention to sale analysis	0.5	607.50
04/13/20	S Borders	B130	Call with T. Stratton (.3); call with potential bidder (.5); emails with lender's counsel regarding APA, PBGC claims, Data Breach claims (.5); email with client regarding sale process (.4); review of Phoenix sale distribution chart (.4)	2.1	2,551.50
04/13/20	J Dutson	B130	Prepare for and attend bank group call regarding sale (0.5); call with M. Elliott regarding sale (0.3); review and revise motion to extend lease deadline and review documents related to same (1.0); call with S. Borders regarding sale process (0.3);	2.1	2,110.50
04/13/20	L Shermohammed	B130	Correspond with A&M regarding cure amount discrepancies	0.6	402.00
04/14/20	B Baker	B130	Review precedent and bidding procedures requirements regarding the same (2.3); draft notice of stalking horse bidder (1.0)	3.3	1,848.00
04/14/20	S Borders	B130	Attention to sale issues (0.3); email with T. Stratton (0.4); call with R. Williamson and J. Tibus (0.5); call with T. Stratton (0.4); emails with potential bidder (0.5)	2.1	2,551.50
04/14/20	J Dutson	B130	Review and revise NDA (0.7);	1.3	1,306.50

13459 Krystal Company, The
 253001 Restructuring Advice
 04/30/20

Invoice No. 10343597
 Page 5

Date	Timekeeper	Task	Description	Hours	Value
			respond to inquiries regarding data breach (.3); emails regarding extension motions and calls regarding same (.3)		
04/14/20	L Shermohammed	B130	Correspond with A&M and contract counterparties regarding cure amount discrepancies (.6); review precedent for and correspond with B. Baker regarding notice of stalking horse bidder (1.2);	1.8	1,206.00
04/15/20	B Baker	B130	Draft notice of stalking horse bidder	2.0	1,120.00
04/15/20	S Borders	B130	Emails with lender's counsel regarding pension (.2); call with T. Stratton regarding bidders (.5); review of issues list from bidder and set up a call regarding same (.5)	1.2	1,458.00
04/15/20	J Dutson	B130	Respond to inquiry from client regarding sale process and litigation (0.3); emails and calls regarding cure costs (0.3); review lease order (0.3); respond to inquiries regarding NDAs (0.3); emails regarding pension termination (.3)	1.5	1,507.50
04/15/20	L Shermohammed	B130	Correspond with various counterparties and A&M regarding cure amount discrepancies (.3); review and revise draft of notice of stalking horse bidder (.8)	1.1	737.00
04/16/20	B Baker	B130	Call and email correspondence concerning data room and APA schedules	0.6	336.00
04/16/20	S Borders	B130	Review of Issues list from bidder (.5); call with bidder and counsel to review and resolve open issues (1.5); review of revised list and email from bidder and responded to same (.3)	2.3	2,794.50
04/16/20	S Borders	B130	Email to and from K. DeHart regarding reconciliation of cure amount for lease; attention to lease cures	0.8	972.00
04/16/20	S Borders	B130	Call with counsel to potential bidder	0.5	607.50

13459 Krystal Company, The
 253001 Restructuring Advice
 04/30/20

Invoice No. 10343597
 Page 6

Date	Timekeeper	Task	Description	Hours	Value
04/16/20	J Dutson	B130	Call with potential purchaser and prepare for same	1.5	1,507.50
04/17/20	S Borders	B130	Review of Nashville APA (1.4); call with J. Tibus and T. Stratton and team regarding same (.5); email with Sidley regarding same (.2); review of revised APA (.8)	2.9	3,523.50
04/17/20	J Dutson	B130	Review revised APA (0.5); Call with S. Borders regarding APA revisions (0.7); calls with client regarding APA issues (0.4); revise APA an emails regarding same (2.8); further revisions to APA (0.4)	4.8	4,824.00
04/17/20	L Shermohammed	B130	Revise APA schedules and correspond with M. Shenk regarding same	4.4	2,948.00
04/17/20	L Shermohammed	B130	Review stalking horse APA	0.9	603.00
04/18/20	S Borders	B130	Call with APA bidder (1.0); review of revised APA (.5); call with client regarding assumed liabilites and process for consultation rights (.5); call with UCC counsel regarding sale alternative (.4); email to lender's counsel regarding same (.2); email to Lender counsel regarding same (.1); document review regarding assumed liabilites (.7)	3.4	4,131.00
04/18/20	J Dutson	B130	Review and summarize APA issues (0.9); call with buyer regarding APA issues (1.0); call with Debtors' advisors regarding same (0.5); revisions to APA and emails with client regarding same (1.5); calls with A&M regarding APA issues (0.3); ;additional revisions to APA (0.5); email to committee counsel regarding APA (0.2)	4.9	4,924.50
04/18/20	L Shermohammed	B130	Review and revise APA schedules (1.7); draft exhibits to the APA (1.9)	3.6	2,412.00
04/19/20	S Borders	B130	Review of revised APA and emails regarding same (.6); call with potential bidder's counsel (.5)	1.1	1,336.50
04/19/20	J Dutson	B130	Review revisions to APA and	7.8	7,839.00

13459 Krystal Company, The
 253001 Restructuring Advice
 04/30/20

Invoice No. 10343597
 Page 7

Date	Timekeeper	Task	Description	Hours	Value
04/19/20	L Shermohammed	B130	summarize same (1.3); calls with client and others regarding APA (0.5); attend to ancillary sale documents and emails regarding same (1.5); multiple revisions to APA (1.9); revise management agreement (1.0); attend to escrow agreement (0.5); emails regarding diligence materials and calls regarding same (0.5); review and revise schedules to APA (0.6)	1.8	1,206.00
04/20/20	B Baker	B130	Review APA and related documents and revise APA schedules accordingly and correspond regarding same with K&S, A&M and Piper teams (1.8)	3.6	2,016.00
04/20/20	S Borders	B130	Compile KYC information for good faith escrow deposit (2.8); email correspondence regarding the same (.8)	4.5	5,467.50
04/20/20	J Dutson	B130	Call with T. Stratton regarding call with lenders on APA (.3); call with T. Stratton regarding management meeting (.5); call with Nashville Capital regarding APA (.5); review and revisions to APA (.7); review of motion to approve stalking horse and email to Sidley regarding same (.7); review of sale issues (.3); call with J. Edwards regarding same (.4); call with UCC regarding sale issues (.5); review of motion for standing (.4); email with R. Williamson regarding same (.2)	8.1	8,140.50

13459 Krystal Company, The
 253001 Restructuring Advice
 04/30/20

Invoice No. 10343597
 Page 8

Date	Timekeeper	Task	Description	Hours	Value
04/20/20	L Shermohammed	B130	Draft motion to approve the stalking horse agreement (4.7); review management agreement (.3); review revised APA and conform APA schedules (1.6); emails regarding the APA and APA schedules (.3); correspond with various creditors regarding cure costs (.8)	7.7	5,159.00
04/21/20	B Baker	B130	Compile KYC information for good faith escrow deposit (.5); email correspondence regarding the same (1.4)	1.9	1,064.00
04/21/20	S Borders	B130	Review of APA (1.3); emails with purchaser (0.4); attention to open issues (1.0); call with Restructuring Committee (0.5); call with client (0.5); calls regarding cure costs and challenges to same (1.0); emails regarding same (0.3); call with potential bidder and counsel regarding their desire to bid (0.7)	5.2	6,318.00
04/21/20	J Dutson	B130	Review revisions to APA and schedules and summarize same to team (1.5); review Escrow agreement and emails regarding same (0.4); revise APA, Schedules and related documents (1.0); attend to execution of APA and review execution version (1.0); emails to committee regarding same (0.3)	5.2	5,226.00
04/21/20	L Shermohammed	B130	Correspond with various parties and A&M regarding cure costs (1.5); correspond with KCC regarding service of stalking horse motion (.2); revise and stalking horse motion (1.8); draft and revise motion to expedite hearing on stalking horse motion (1.1); correspond with the Court regarding the stalking horse motion (.2); emails regarding execution of the APA and related documents (.2); emails to other potential purchasers regarding the APA and schedules (.2)	5.2	3,484.00

13459 Krystal Company, The
 253001 Restructuring Advice
 04/30/20

Invoice No. 10343597
 Page 9

Date	Timekeeper	Task	Description	Hours	Value
04/22/20	B Baker	B130	Email correspondence concerning good faith deposit	0.8	448.00
04/22/20	S Borders	B130	Call with Alston on HR review and diligence; call with K&S, A&M and Piper team regarding sale progress and alternatives	1.9	2,308.50
04/22/20	J Dutson	B130	Emails with committee regarding APA (0.5); attend to escrow agreement and good faith deposit (0.8); respond to Cure Cost issues (0.5); call with Debtor team regarding next steps (0.5)	2.3	2,311.50
04/22/20	L Shermohammed	B130	Conference with K&S, A&M, and Piper teams regarding the sale transaction (.7); correspond regarding the schedules to the stalking horse APA (.4); correspond with various creditors and A&M regarding cure costs (1.9); correspond with the company and a landlord regarding proof of insurance (.6)	3.6	2,412.00
04/23/20	B Baker	B130	Email correspondence concerning good faith deposit (.2); review precedent case docket concerning declarations for stalking horse purchaser (.5)	0.7	392.00
04/23/20	S Borders	B130	Call with Fortress regarding data breach (0.5); attention to APA issues (2.4); calls with J. Edwards regarding settlement agreement and structure (0.6)	3.5	4,252.50
04/23/20	J Dutson	B130	Call with committee regarding APA revisions and review same (0.7); call with Fortress regarding Data Breach (0.5); review adequate assurance package (0.5);	1.7	1,708.50
04/23/20	L Shermohammed	B130	Correspond with various creditors and A&M regarding cure costs (1.7); review adequate assurance package (.2); draft declarations in support of the stalking horse agreement (4.2); summarize content of schedules (.5)	6.6	4,422.00
04/24/20	S Borders	B130	Work on sale, multiple calls with committee, Piper, A&M, Fortress and their counsel	5.1	6,196.50

13459 Krystal Company, The
 253001 Restructuring Advice
 04/30/20

Invoice No. 10343597
 Page 10

Date	Timekeeper	Task	Description	Hours	Value
04/24/20	J Dutson	B130	Call with NRD Capital (0.5); call with Fortress advisors regarding bid (0.5); call with Debtors' team regarding Fortress bid (0.5); emails regarding publication notice and review COS (0.5); emails with potential bidder (0.4);	2.4	2,412.00
04/24/20	L Shermohammed	B130	Draft and revise declarations in support of the stalking horse motion (1.5); correspond with various potential purchasers regarding the APA and schedules (.4); review and summarize cure cost objections (2.6); correspond with various creditors regarding cure costs (1.2)	5.7	3,819.00
04/25/20	S Borders	B130	Call with Debtors Professionals regarding strategy (1.2); call regarding stalking horse bid (1.1); call regarding APA and 9010 settlement (1.0); call with client (1.0)	4.3	5,224.50
04/25/20	J Dutson	B130	Review and summarize changes to APA (1.2); call with S. Borders regarding same (0.3); revise APA (1.8); call with client regarding same (0.5); call with Nashville capital (0.5); review and revise ancillary documents to APA (1.0); revise settlement agreement and emails regarding same (1.0); additional revisions to settlement agreement and APA (1.0)	7.3	7,336.50
04/25/20	L Shermohammed	B130	Review credit bid APA and related documents and revise schedules accordingly (2.9); correspond with M. Shenk regarding same (.2)	3.1	2,077.00
04/26/20	S Borders	B130	Call with committee regarding asset sale (.5); call with debtor's professionals regarding strategy and comments to APA and settlement agreement (.6); multiple revisions to APA and 9019 (3.0); calls with Lender's counsel (.4); calls with Jeff Duston and Jon Tibus regarding APA (1.))	5.5	6,682.50
04/26/20	J Dutson	B130	Call with Committee regarding settlement and APA (0.5); multiple	5.1	5,125.50

13459 Krystal Company, The
 253001 Restructuring Advice
 04/30/20

Invoice No. 10343597
 Page 11

Date	Timekeeper	Task	Description	Hours	Value
04/26/20	L Shermohammed	B130	calls with A&B regarding APA (0.8); review and comment on schedules (0.5); review tax analysis (0.5); review revisions to APA and settlement agreement and summarize same (1.0); revise APA and Settlement Agreements (1.5); emails regarding same (0.3)	2.0	1,340.00
04/27/20	S Borders	B130	Review credit bid APA and related documents and revise schedules accordingly (1.3); correspond with M. Shenk regarding same (.4); call and draft email to the Court regarding an continuance of the hearing on the stalking horse motion (.3)	6.3	7,654.50
04/27/20	J Dutson	B130	Prepare for and attend hearing on motion to approve stalking horse (0.9); call with lender's counsel regarding same (.5); call with Nashville Capital's counsel regarding same (.3); call with board of directors (.5); call with debtor's professionals regarding strategy (.5); multiple revisions to relevant sale documents (3.0); APA call with lender's counsel (.6)	7.5	7,537.50
04/27/20	L Shermohammed	B130	Prepare for stalking horse hearing (0.5); attend same (0.5); emails and calls with committee regarding APA (1.4); prepare for and attend board call (1.3); review and comment on revised APA (1.0); review and comment on Settlement Agreement and emails regarding same (0.7); call regarding PBGC termination and prepare for same (0.7); review committee changes to settlement documents (0.5); attend to publication issues (0.5); review and comment on settlement agreement exhibits (0.4)	11.3	7,571.00

13459 Krystal Company, The
 253001 Restructuring Advice
 04/30/20

Invoice No. 10343597
 Page 12

Date	Timekeeper	Task	Description	Hours	Value
04/28/20	S Borders	B130	regarding same (.8); review revised credit bid APA (.3); summarize objections to stalking horse motion (1.1); correspond with creditor regarding the assumption of leases (.2); draft stalking horse motion (3.2); correspond with the Court regarding the stalking horse motion hearing (.3); summarize cure cost objections and correspond with J. Simpson regarding same (2.9)	4.5	5,467.50
04/28/20	J Dutson	B130	Call with Sidley (.3); call with Piper (.3); call with board of Krystal Holdings (.5); call with Alston regarding APA and 9019 (.5); multiple revisions of 9019 and APA (2.0); emails with J. Dutson and Alston regarding same (.6); emails with UCC counsel regarding same (.3);	5.5	5,527.50
04/28/20	L Shermohammed	B130	Prepare for and attend board call for Krystal Holdings (1.0); prepare for and attend hearing (0.4); review and comment on revised APA (1.0); emails and calls with parties regarding settlement agreement (0.6); review and revise settlement agreement (0.3); revise exhibits to settlement agreement (0.4); attend to outstanding pension issues related to sale (0.5); call with J. Edwards regarding sale (0.4); review and comment on schedules (0.5); call with client regarding bill board issues (0.4)	8.3	5,561.00

13459 Krystal Company, The
 253001 Restructuring Advice
 04/30/20

Invoice No. 10343597
 Page 13

Date	Timekeeper	Task	Description	Hours	Value
04/29/20	S Borders	B130	revise 9019 motion (1.5); correspond with creditor regarding lease assumption (.2)		
04/29/20	J Dutson	B130	Review of APA and settlement agreement; emails with J. Edwards regarding needed changes; email with J. Dutson regarding same; attention to cash collateral; attention to finalizing APA; call with Sidley	1.9	2,308.50
04/29/20	L Shermohammed	B130	Attend to final revisions to APA and review of same (1.0); attend to final revisions to settlement agreement (0.6); mutliple calls with A&B regarding credit bid (0.4); respond to cure cost inquiry (0.3); review and revise termination notice and emails regarding same (0.7)	3.0	3,015.00
04/29/20	L Shermohammed	B130	Draft and file notice of withdrawal of stalking horse motion (.7); draft, revise, and send notice of termination of stalking horse (1.6); review revised settlement agreement and revise 9019 motion accordingly (.8); correspond with KCC regarding publication notice (.2); draft motion to expedite hearing on 9019 motion (.9); draft publication notice of claims bar date and security incident (1.5); correspond with various creditors and A&M regarding cure costs (1.3); correspond with the Court regarding withdrawal of the stalking horse motion (.4)	7.4	4,958.00
04/30/20	S Borders	B130	Prepared for hearing (0.4); call with Scroggins & Williamson (0.3); participated in hearing (0.5); attention to cure issues (0.5); call with purchaser's counsel (0.6); attention to 9019 (0.6)	2.9	3,523.50
04/30/20	L Shermohammed	B130	Revise 9019 motion and motion to expedite and send same to the purchaser and the Committee (.8); revise publication notice and correspond with N. Moffitt regarding same (1.2); review cash	4.3	2,881.00

13459 Krystal Company, The
 253001 Restructuring Advice
 04/30/20

Invoice No. 10343597
 Page 14

Date	Timekeeper	Task	Description	Hours	Value
			collateral reporting package (.1); correspond with various creditors and A&M regarding cure costs (2.2)		
			Total B130	252.1	232,691.00
04/02/20	B Baker	B140	Draft response to landlord motion for stay relief	3.9	2,184.00
04/02/20	S Borders	B140	Attention to Pruett stay relief and preparation for same	0.5	607.50
04/03/20	S Borders	B140	Attention to Pruett relief from stay motion and preparation for hearing on same	0.5	607.50
04/03/20	L Shermohammed	B140	Draft, revise and file objection to motion for relief from stay and correspond with J. Dutson regarding same (3.9)	3.9	2,613.00
04/06/20	S Borders	B140	Call regarding preparation for stay relief hearing on Pruett motion	0.5	607.50
04/06/20	J Dutson	B140	Call regarding Pruett Motion for Relief (0.4); emails regardin same (0.4); review and revise Tibus declaration (0.5) call with committee and call with lender's counsel regarding same (0.5)	1.8	1,809.00
04/06/20	L Shermohammed	B140	Conference with S. Borders and J. Dutson regarding Pruett motion for relief (.3); legal research regarding stub rent (.7); draft, revise and file declaration in support of objection to Pruett motion for relief (1.5); correspond with J. Tibus and C. Pope regarding same and arrange for notarization of same (1.4); correspond with counsel for Blair regarding consent order on motion for relief and upload same (.4)	4.3	2,881.00
04/07/20	S Borders	B140	Hearing on Stay Relief Motion	0.4	486.00
04/07/20	J Dutson	B140	Prepare for and participate in Pruett motion for relief	2.5	2,512.50
04/28/20	B Baker	B140	Summarize filed stay relief motion (1.6); update stay relief motion chart (.2); email correspondence with L. Shermohammed regarding the same (.2)	2.0	1,120.00
			Total B140	20.3	15,428.00

13459 Krystal Company, The
 253001 Restructuring Advice
 04/30/20

Invoice No. 10343597
 Page 15

Date	Timekeeper	Task	Description	Hours	Value
04/01/20	A James	B150	Respond to current and former employee calls to discuss paperwork and current state of Krystal	0.8	380.00
04/02/20	A James	B150	Call further ex/current employees to discuss paperwork sent as part of court requirements	0.4	190.00
04/09/20	A James	B150	Call Krystal employees and discuss proof of claim paperwork; discuss concerning call with L. Shermohammed in email form	0.5	237.50
04/10/20	A James	B150	Call more Krystal employees to discuss proof of claim paperwork	0.3	142.50
04/17/20	A James	B150	Call a list of employees who reached out to discuss proof of claim forms	1.3	617.50
04/21/20	A James	B150	Call several current/former employees and discuss proof of claim paperwork	0.3	142.50
04/30/20	A James	B150	Discuss proof of claim forms with former employees; discuss other items and refer to K&S team members; draft emails to L. Shermohammed with issues and summary of progress	0.7	332.50
			Total B150	4.3	2,042.50
04/09/20	B Baker	B185	Review billboard leases and related email correspondence (2.0); draft second omnibus lease rejection motion (3.4); research concerning cure costs and penalties and interest on real property taxes (1.0)	6.4	3,584.00
04/10/20	B Baker	B185	Draft second omnibus lease rejection motion (4.0); discuss motion with L. Shermohammed (.5); email correspondence with A&M and company concerning billboard leases (.5)	5.0	2,800.00
04/11/20	B Baker	B185	Email correspondence concerning billboard lease rejection	0.1	56.00
04/12/20	B Baker	B185	Email correspondence concerning contract and billboard lease rejection	0.2	112.00
04/13/20	B Baker	B185	Email correspondence concerning contract and billboard lease	3.5	1,960.00

13459 Krystal Company, The
 253001 Restructuring Advice
 04/30/20

Invoice No. 10343597
 Page 16

Date	Timekeeper	Task	Description	Hours	Value
			rejection (2.5); review documentation regarding the same (1.0)		
04/14/20	B Baker	B185	Draft second omnibus lease rejection motion (2.4); email correspondence concerning the same (.1)	2.5	1,400.00
04/16/20	J Dutson	B185	Review and emails regarding relief from stay order (0.3); commetn on Pruett lease order (0.3)	0.6	603.00
			Total B185	18.3	10,515.00
04/03/20	J Dutson	B190	Calls regarding Pruett Motion (0.3); review and revise response (1.0); review and revise stay relief consent order (0.4)	1.7	1,708.50
			Total B190	1.7	1,708.50
04/20/20	S Borders	B220	Review and revise motion to terminate pension plan	0.5	607.50
04/27/20	S Borders	B220	Call with PBGC regarding termination of pension; call/email with lender's counsel regarding same	0.5	607.50
			Total B220	1.0	1,215.00
04/01/20	S Borders	B230	Prepare for cash collateral hearing (0.3); participated in cash collateral hearing (0.5); review of revised order (0.5); call with J. Tibus (0.2); call with R. Williamson (0.1)	1.6	1,944.00
04/06/20	S Borders	B230	Call with Lenders (.2); call with Counsel for Ms. Pruett regarding stay relief (.3); email regarding APA (.2)	0.7	850.50
04/15/20	S Borders	B230	Call with Rufus Dorsey regarding cash collateral order (.2); call with R. Williamson regarding same (.3); review of entered order (.2)	0.7	850.50
			Total B230	3.0	3,645.00
04/06/20	S Borders	B310	Call with Landlord's counsel regarding proof of claim, assumption and cure cost	0.2	243.00
			Total B310	0.2	243.00
04/08/20	J Dutson	B320	Review and revise exclusivity motion; emails regarding same	0.9	904.50
			Total B320	0.9	904.50

13459 Krystal Company, The
 253001 Restructuring Advice
 04/30/20

Invoice No. 10343597
 Page 17

Date	Timekeeper	Task	Description	Hours	Value
04/01/20	L Shermohammed	B410	Revise motion to extend deadline to assume leases (1.5); correspond with K&S team and A&M regarding Pruett motion for relief and draft objection to same (1.2); correspond with the company regarding the lease amendments and provide information to the Committee regarding same (.5); correspond with W. Cannon regarding Pruett motion for relief and emails regarding same (.8); correspond with B. Baker regarding motion to extend time to assume leases (.2)	4.2	2,814.00
04/02/20	L Shermohammed	B410	Revise motion to extend deadline to assume leases (1.5); draft and revise motion to extend exclusivity period (3.4); correspond with A&M regarding Pruett motion for relief (.4); negotiate and draft consent order on Plair motion for relief (.8)	6.1	4,087.00
04/06/20	L Shermohammed	B410	Review docket, draft significant developments to include in the monthly operating report, and correspond with J. Simpson regarding same (1.3); legal research regarding notice periods for motions to extend exclusivity and deadline to assume leases (.4); determine appropriate date for hearing on same (.2); correspond with the lenders regarding the lease amendments (.1)	2.0	1,340.00
04/07/20	L Shermohammed	B410	Review billboard leases to be rejected and correspond with the company regarding same (.7); review recently entered general orders of the Court (.5)	1.2	804.00
04/08/20	L Shermohammed	B410	Revise motion to extend exclusivity periods (.6); correspond with the lenders and Committee regarding the lease amendments (.3); correspond with AFCO regarding payment of premium finance installments due and correspond with the company regarding same (.7); correspond	4.0	2,680.00

13459 Krystal Company, The
 253001 Restructuring Advice
 04/30/20

Invoice No. 10343597
 Page 18

Date	Timekeeper	Task	Description	Hours	Value
04/09/20	L Shermohammed	B410	with A. Sausaman regarding consent order on motion for relief and draft email to K&S team regarding same (.1); correspond with J. Simpson regarding OCPs (.2); correspond with various creditors regarding proof of claim notice (.9); correspond with KCC regarding service of cure notice (.2)	4.3	2,881.00
04/10/20	L Shermohammed	B410	Correspond with S. Borders and the company regarding IRS claims (.7); correspond with R. Esposito at A&M regarding claimant V. Duncan and attorney representing V. Duncan (.6); correspond with AFCO regarding premium finance installment payment (.2); conference with M. Shenk regarding cure costs (.3); correspond with M. Wood at the company regarding lease amendments (.2); correspond with W. Godfrey and the company regarding payments to Snaptech (.8); correspond with B. Baker regarding second omnibus objection to leases (.5); correspond with various creditors regarding proof of claim notice (.4); correspond with M. Misdom at the company regarding property taxes (.6)	0.6	402.00
04/13/20	L Shermohammed	B410	Review cash flow forecast (.1); correspond with B. Baker and the company regarding billboard leases (.8); revise motions to extend exclusivity periods and deadline for assumption of nonresidential property leases (1.4); correspond with counsel for M. Williams regarding motion for relief (.5); review and file monthly operating report and correspond with A&M regarding same (1.3);	5.2	3,484.00

13459 Krystal Company, The
 253001 Restructuring Advice
 04/30/20

Invoice No. 10343597
 Page 19

Date	Timekeeper	Task	Description	Hours	Value
			correspond with various creditors regarding bar date motion (.8); correspond with G. Godfrey regarding amounts due to Snaptech (.3)		
04/14/20	L Shermohammed	B410	Review and file motions to extend exclusivity periods and deadline to assume nonresidential leases and correspond with KCC regarding service of same (1.2); review and revise second omnibus lease rejection motion (1.1); draft consent order on Pruett motion for relief (.8); correspond with various creditors regarding notice of filings(.4)	3.5	2,345.00
04/15/20	L Shermohammed	B410	Review objection to motion to extend deadline to assume nonresidential leases and draft email regarding same (.5); correspond with counsel for M. Williams regarding consent order on motion for relief (.4); correspond with the Committee regarding the order on the motion to extend time to assume nonresidential leases (.2); research regarding and draft motion for distress termination of pension plan (1.2); correspond with KCC regarding landlords (.2); correspond with various creditors regarding notice of filings (.2)	2.7	1,809.00
04/16/20	L Shermohammed	B410	Draft distress termination of pension plan motion (3.4); correspond with counsel for M. Williams regarding the consent order on the motion for relief from stay (.3); correspond with the Committee and the lenders regarding same (.4)	4.1	2,747.00
04/16/20	L Shermohammed	B410	Correspond with various counterparties and A&M regarding cure amount discrepancies (.2); correspond with A. Dowdy regarding plaintiff potentially seeking relief from the automatic stay (.2); correspond with counsel for Krystal regarding M. Williams	0.7	469.00

13459 Krystal Company, The
 253001 Restructuring Advice
 04/30/20

Invoice No. 10343597
 Page 20

Date	Timekeeper	Task	Description	Hours	Value
			motion for relife (.3)		
04/17/20	L Shermohammed	B410	Research regarding and draft distress termination of pension plan motion	5.7	3,819.00
04/17/20	L Shermohammed	B410	Correspond with M. Shenk regarding U.S. Trustee quarterly fees (.4); correspond with KCC regarding service of cash collateral order (.2); correspond with counsel for R. Pruett regarding consent order on motion for relief and revise same (.6); correspond with the Company regarding additional OCPs and declarations of disinterestedness (.3); correspond with G. Godfrey regarding payment of amounts to SnapTech (.6); correspond with various creditors regarding proofs of claim (.2)	2.3	1,541.00
04/20/20	L Shermohammed	B410	Revise distress pension plan termination motion and correspond with J. Tibus regarding same (1.2); revise and submit the consent order on the M. Williams motion for relief and correspond with the Company's defense counsel and opposing counsel regarding same (.7); correspond with KCC regarding limited service list and required redactions (.3); revise proposed order on motion to extend lease assumption deadline and correspond with the Committee and J. Dutson regarding same (.4)	2.6	1,742.00
04/21/20	L Shermohammed	B410	Correspond with M. Wood regarding landlord's potential sale of land	0.4	268.00
04/22/20	L Shermohammed	B410	Revise proposed order on the motion to extend lease assumption deadline and correspond with Committee regarding same (.4); review OCP declaration of disinterestedness and correspond with B. Baker regarding same (.3); correspond with counsel for a landlord regarding the motion to	1.8	1,206.00

13459 Krystal Company, The
 253001 Restructuring Advice
 04/30/20

Invoice No. 10343597
 Page 21

Date	Timekeeper	Task	Description	Hours	Value
			extend lease assumption deadline and correspond with J. Dutson and S. Borders regarding same (.1)		
04/23/20	L Shermohammed	B410	Conference with M. Shenk regarding retiree health insurance and tax issues and review related documents (.4); correspond with M. Shenk and J. Dutson regarding the pension termination motion (.9); review and revise OCP notice (.3)	2.6	1,742.00
04/24/20	L Shermohammed	B410	Correspond with the company and the U.S. Trustee regarding the U.S. Trustee quarterly fee (.7); conference with J. Dutson regarding the sale transaction and the pension termination motion (.1); correspond with S. Borders regarding the pension termination motion (.2)	1.0	670.00
04/27/20	L Shermohammed	B410	Conference with the PBBC regarding pension plan termination	0.2	134.00
04/28/20	L Shermohammed	B410	Review and summarize 503(b)(9) procedures (.8); review 503(b)(9) claims (.5); correspond with various parties, including the Committee regarding the 503(b)(9) claims (.4); review landlord motion for relief and related summary (.4)	2.1	1,407.00
04/28/20	L Shermohammed	B410	Review purchaser's revisions to proposed order on pension plan termination motion (.2)	0.2	134.00
04/29/20	L Shermohammed	B410	Correspond with KCC regarding service of cash collateral budget and withdrawal of stalking horse motion (.1)	0.1	67.00
04/30/20	L Shermohammed	B410	Correspond with J. Simpson and the U.S. Trustee regarding U.S. Trustee quarterly fee payment (.3)	0.3	201.00
Total B410				57.9	38,793.00
Total				365.0	313,011.00

13459 Krystal Company, The
253001 Restructuring Advice
04/30/20

Invoice No. 10343597
Page 22

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Sarah Borders	Partner	82.0	1215.00	99,630.00
Jeff Dutson	Partner	86.3	1005.00	86,731.50
Britney Baker	Associate	39.1	560.00	21,896.00
Andrew James	Associate	4.3	475.00	2,042.50
Leia Shermohammed	Associate	153.3	670.00	102,711.00
Total		365.0		313,011.00

Expenses Incurred

04/30/20	Color Copies -	273.00
04/06/20	Professional Fees - VENDOR: Coleen Tomlinson dba Sealed N Signed INVOICE#: 194 DATE: 4/6/2020 Notary for Jon Tibus Signature on Declaration	120.00
Total Expenses		393.00

13459 Krystal Company, The
253001 Restructuring Advice
04/30/20

Invoice No. 10343597
Page 23

Task Summary

Task		Hours	Value
B110	Case Administration	5.3	5,825.50
B130	Asset Disposition	252.1	232,691.00
B140	Relief from Stay/Adequate Protection Proceedings	20.3	15,428.00
B150	Meetings of and Communications with Creditors	4.3	2,042.50
B185	Assumption/Rejection of Leases and Contracts	18.3	10,515.00
B190	Other Contested Matters (excluding assumption/rejection motions)	1.7	1,708.50
B220	Employee Benefits/Pensions	1.0	1,215.00
B230	Financing/Cash Collections	3.0	3,645.00
B310	Claims Administration and Objections	0.2	243.00
B320	Plan and Disclosure Statement (including Business Plan)	0.9	904.50
B410	General Bankruptcy Advice/Opinions	57.9	38,793.00
Total		365.0	313,011.00

KING & SPALDING

FEDERAL I.D. 58-0520153

Remit To:
King & Spalding LLP
P.O. Box 116133
Atlanta, GA 30368-6133

By Wire: SunTrust Bank
ABA: 061 000 104
SWIFT: SNTRUS3A
USD Account: 88003 12475
Account Name: King & Spalding

The Krystal Company
ATTN: Bruce Vermilyea
Chief Financial Officer
1455 Lincoln Parkway E
Suite 600
Dunwoody, GA 30346

Invoice No. 10343597
Invoice Date 04/30/20
Client No. 13459
Matter No. 253001

RE: Restructuring Advice

For questions, contact:
Kathryn Furman +1 404 572 3599

REMITTANCE
Please return this page with your remittance.

Amount Due This Invoice **\$313,404.00**

KING & SPALDING

FEDERAL I.D. 58-0520153

Remit To:
King & Spalding LLP
P.O. Box 116133
Atlanta, GA 30368-6133

By Wire: SunTrust Bank
ABA: 061 000 104
SWIFT: SNTRUS3A
USD Account: 88003 12475
Account Name: King & Spalding

The Krystal Company
ATTN: Tony Hardin
1455 Lincoln Parkway E
Suite 600
Dunwoody, GA 30346

Invoice No. 10343575
Invoice Date 04/30/20
Client No. 13459
Matter No. 265001

RE: Project Chattanooga

For questions, contact:
Phyllis Sumner +1 404 572 4799

For Professional Services Rendered through 04/30/20:

Fees	\$	20,810.00
Total this Invoice	\$	20,810.00

Summary of Outstanding Invoices as of 05/01/20

Invoice No.	Invoice Date	Balance Due
10336945	03/31/20	\$ 71.00

Payment is Due Upon Receipt

13459 Krystal Company, The
 265001 Project Chattanooga
 04/30/20

Invoice No. 10343575
 Page 2

PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours	Value
04/01/20	N Moffitt	Correspondence with [REDACTED] concerning [REDACTED]	0.1	98.50
04/01/20	N Moffitt	Confer with [REDACTED] concerning [REDACTED]	0.1	98.50
04/03/20	N Moffitt	Update talking points in anticipation of call with [REDACTED]	0.1	98.50
04/03/20	N Moffitt	Call with [REDACTED] regarding [REDACTED]	0.7	689.50
04/03/20	P Sumner	Call with [REDACTED] and [REDACTED]	0.6	615.00
04/03/20	P Sumner	Prepare for [REDACTED]	0.3	307.50
04/06/20	A Dehnel	Emails with [REDACTED] regarding response letter to [REDACTED]; emails with [REDACTED] and [REDACTED] regarding status of matter; continue drafting response letter to [REDACTED]	0.4	284.00
04/06/20	S Guilbert	Review draft response to [REDACTED]	0.1	95.00
04/06/20	N Moffitt	Correspondence with [REDACTED] regarding draft response to [REDACTED]	0.1	98.50
04/06/20	N Moffitt	Correspondence with [REDACTED] concerning [REDACTED] report	0.2	197.00
04/06/20	N Moffitt	Correspondence with [REDACTED] regarding status of insurance review and scheduling of call	0.1	98.50
04/06/20	N Moffitt	Prepare draft response to [REDACTED] concerning [REDACTED]	0.4	394.00
04/06/20	N Moffitt	Correspondence with [REDACTED] regarding [REDACTED]	0.1	98.50
04/06/20	N Moffitt	Correspondence with [REDACTED] regarding [REDACTED]	0.1	98.50
04/06/20	N Moffitt	Correspondence with [REDACTED] regarding [REDACTED]	0.1	98.50
04/06/20	N Moffitt	Correspondence with [REDACTED] regarding briefing pertaining to [REDACTED]	0.1	98.50
04/06/20	N Moffitt	Correspondence with [REDACTED] regarding [REDACTED]	0.1	98.50
04/06/20	P Sumner	Correspondence regarding [REDACTED] and [REDACTED]	0.5	512.50
04/07/20	A Dehnel	Finish draft letter to [REDACTED]	5.5	3,905.00

13459 Krystal Company, The
 265001 Project Chattanooga
 04/30/20

Invoice No. 10343575
 Page 3

Date	Timekeeper	Description	Hours	Value
		information [REDACTED] [REDACTED] (2.7); call with [REDACTED] [REDACTED] (.5); emails with team regarding (.4); review summary of [REDACTED] [REDACTED] (.9); review [REDACTED] (.7); emails regarding notice to [REDACTED] (.3).		
04/07/20	S Guilbert	Call with [REDACTED] [REDACTED] regarding [REDACTED] (0.5); review [REDACTED] costs (0.6)	1.1	1,045.00
04/07/20	N Moffitt	Call with [REDACTED]	0.5	492.50
04/07/20	N Moffitt	Correspondence with [REDACTED] and [REDACTED] [REDACTED] regarding [REDACTED]	0.2	197.00
04/07/20	N Moffitt	Prepare correspondence to [REDACTED] [REDACTED] concerning [REDACTED]	0.7	689.50
04/07/20	N Moffitt	Correspondence with [REDACTED]	0.2	197.00
04/07/20	P Sumner	Call with team regarding insurance [REDACTED]	0.5	512.50
04/07/20	P Sumner	Review [REDACTED] and various correspondence regarding [REDACTED]	0.5	512.50
04/08/20	A Dehnel	Emails with team regarding [REDACTED] [REDACTED]; emails to and from [REDACTED]; review of summary of forensic investigation	0.8	568.00
04/08/20	A Dehnel	Continue review of [REDACTED] [REDACTED]	2.4	1,704.00
04/08/20	S Guilbert	Review and revise [REDACTED] [REDACTED]	0.1	95.00

13459 Krystal Company, The
 265001 Project Chattanooga
 04/30/20

Invoice No. 10343575
 Page 4

Date	Timekeeper	Description	Hours	Value
04/08/20	N Moffitt	Correspondence with [REDACTED] [REDACTED]	0.1	98.50
04/08/20	N Moffitt	Correspondence with [REDACTED] regarding [REDACTED]	0.1	98.50
04/08/20	N Moffitt	Correspondence with [REDACTED] and [REDACTED] regarding [REDACTED]	0.2	197.00
04/08/20	N Moffitt	Correspondence with [REDACTED] [REDACTED]	0.1	98.50
04/08/20	N Moffitt	Correspondence with [REDACTED] [REDACTED]	0.1	98.50
04/13/20	A Dehnel	Edit and revise email to [REDACTED] [REDACTED]	0.3	213.00
04/13/20	S Guilbert	Revise [REDACTED]	0.2	190.00
04/13/20	N Moffitt	Review [REDACTED] [REDACTED]	0.4	394.00
04/14/20	A Dehnel	Finalize [REDACTED] [REDACTED] regarding response letter to [REDACTED]; review email with [REDACTED] regarding [REDACTED]	0.5	355.00
04/14/20	N Moffitt	Send correspondence to [REDACTED] [REDACTED]	0.1	98.50
04/15/20	A Dehnel	Review email from [REDACTED] [REDACTED]	0.1	71.00
04/15/20	A Dehnel	Emails with team and client regarding [REDACTED] [REDACTED]	0.1	71.00
04/20/20	A Dehnel	Emails with [REDACTED] regarding [REDACTED]; edit and revise letter to [REDACTED]	0.4	284.00
04/20/20	S Guilbert	Revise response to [REDACTED]	0.3	285.00
04/22/20	P Sumner	Correspondence regarding [REDACTED] [REDACTED]	0.3	307.50
04/23/20	N Moffitt	Prepare summary of [REDACTED] [REDACTED] and correspondence with [REDACTED] regarding same	0.6	591.00

13459 Krystal Company, The
 265001 Project Chattanooga
 04/30/20

Invoice No. 10343575
 Page 5

Date	Timekeeper	Description	Hours	Value
04/23/20	N Moffitt	Telephone conference with [REDACTED] concerning [REDACTED]	0.7	689.50
04/25/20	N Moffitt	Correspondence with [REDACTED] regarding [REDACTED]	0.3	295.50
04/27/20	A Dehnel	Edit and revise response to [REDACTED]	0.1	71.00
04/27/20	P Sumner	Various correspondence regarding data [REDACTED]	0.4	410.00
04/28/20	N Moffitt	Review and revise [REDACTED]	0.7	689.50
04/28/20	N Moffitt	Correspondence with [REDACTED]	0.1	98.50
04/30/20	N Moffitt	Correspondence with [REDACTED] concerning revisions and [REDACTED]	0.5	492.50
04/30/20	P Sumner	Correspondence regarding [REDACTED]	0.3	307.50
04/30/20	P Sumner	Conference with [REDACTED] regarding [REDACTED]	0.3	307.50
		Total	24.0	20,810.00

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Shelby Guilbert	Partner	1.8	950.00	1,710.00
Natasha Moffitt	Partner	7.9	985.00	7,781.50
Phyllis Sumner	Partner	3.7	1025.00	3,792.50
Amy Dehnel	Associate	10.6	710.00	7,526.00
Total		24.0		20,810.00

KING & SPALDING

FEDERAL I.D. 58-0520153

Remit To:
King & Spalding LLP
P.O. Box 116133
Atlanta, GA 30368-6133

By Wire: SunTrust Bank
ABA: 061 000 104
SWIFT: SNTRUS3A
USD Account: 88003 12475
Account Name: King & Spalding

The Krystal Company
ATTN: Tony Hardin
1455 Lincoln Parkway E
Suite 600
Dunwoody, GA 30346

Invoice No. 10343575
Invoice Date 04/30/20
Client No. 13459
Matter No. 265001

RE: Project Chattanooga

For questions, contact:
Phyllis Sumner +1 404 572 4799

REMITTANCE

Please return this page with your remittance.

Amount Due This Invoice \$20,810.00

Summary of Outstanding Invoices as of 05/01/20

Invoice No.	Invoice Date	Balance Due
10336945	03/31/20	\$ 71.00

KING & SPALDING

FEDERAL I.D. 58-0520153

The Krystal Company
ATTN: Bruce Vermilyea
Chief Financial Officer
1455 Lincoln Parkway E
Suite 600
Dunwoody, GA 30346

Remit To:
King & Spalding LLP
P.O. Box 116133
Atlanta, GA 30368-6133

By Wire: SunTrust Bank
ABA: 061 000 104
SWIFT: SNTRUS3A
USD Account: 88003 12475
Account Name: King & Spalding

Invoice No.	10352937
Invoice Date	06/12/20
Client No.	13459
Matter No.	253001

RE: Restructuring Advice

For questions, contact:
Kathryn Furman +1 404 572 3599

For Professional Services Rendered through 05/31/20:

Fees	\$	207,526.50
Expenses		90.55
Total this Invoice	\$	207,617.05

Payment is Due Upon Receipt

13459 Krystal Company, The
 253001 Restructuring Advice
 06/12/20

Invoice No. 10352937
 Page 2

PROFESSIONAL SERVICES

Date	Timekeeper	Task	Description	Hours	Value
05/05/20	B Baker	B110	Summarize objections filed for lease assumption extension motion and exclusivity motion	2.8	1,568.00
05/08/20	S Borders	B110	Attention to sale (1.0); attention to payment of substantial contribution claims and attention to reconciliation of cure costs (.5); attention to management employment issues (.2); call with J. Edwards, K. Jaeger (.4); call with J.Tibus (.4)	2.5	3,037.50
05/09/20	B Baker	B110	Summarize objections filed for lease assumption extension motion and exclusivity motion	2.1	1,176.00
05/10/20	B Baker	B110	Draft agendas for hearings on 5/12 and 5/13	4.0	2,240.00
05/11/20	B Baker	B110	Draft hearing agenda for 5/13 hearing (2.3); edit hearing agendas for 5/12 hearing (.7); summarize objections (1.0); email correspondence concerning the same (.3)	4.3	2,408.00
05/12/20	B Baker	B110	Update and file 5/13 hearing agenda (.7); draft and file 5/13 hearing amended agenda (1.2); summarize objections (2.0); email correspondence concerning agendas and hearing binder (1.0)	4.9	2,744.00
05/16/20	B Baker	B110	Draft motion to dismiss cases	1.2	672.00
05/17/20	B Baker	B110	Draft motion to dismiss cases	3.8	2,128.00
05/18/20	B Baker	B110	Draft motion to dismiss cases	6.7	3,752.00
05/18/20	S Borders	B110	Call with B. Weimar; email to board; email to B. Weimar regarding equity investor letter	0.8	972.00
05/26/20	S Borders	B110	Post closing issues regarding Argonee	4.1	4,981.50
05/28/20	S Borders	B110	Attention to M. Watters EEOC litigation and call with D. Hart regarding same	0.5	607.50
05/29/20	S Borders	B110	Address tail endorsement for D&O policy	0.8	972.00
05/29/20	S Borders	B110	Document review and email to D. Hart regarding EEOC claim	0.3	364.50

13459 Krystal Company, The
 253001 Restructuring Advice
 06/12/20

Invoice No. 10352937
 Page 3

Date	Timekeeper	Task	Description	Hours	Value
05/30/20	S Borders	B110	Attention to PBGC issues	2.5	3,037.50
			Total B110	41.3	30,660.50
05/01/20	B Baker	B130	Review exhibits to APA to populate schedules (3.8); call and email correspondence concerning the same (.4)	4.2	2,352.00
05/01/20	S Borders	B130	Attention to sale and closing issues (1.0); review of invoice (.8); attention to access to lessors and company employees (1.0); attention to 9019 (1.0); attention to auction questions (1.0)	4.8	5,832.00
05/01/20	J Dutson	B130	Call with databreach team regarding sale issues and emails regarding same (0.8); emails regarding sale next steps (0.5); attend to good faith deposit (0.5); call with J. Tibus regarding transition program and emails regarding same (0.4); review pleadings (0.4)	2.6	2,613.00
05/01/20	L Shermohammed	B130	Conference with N. Moffitt, P. Sumner and J. Dutson regarding publication notice (.5); correspond with various creditors and A&M regarding cure amounts (2.1); revise and file 9019 motion and motion to expedited hearing on same (1.1); correspond with the Court regarding the filings and hearing date (.2); correspond with M. Shenk regarding 503(b)(9) claims (.3); correspond with KCC regarding service of the 9019 motion and related documents (.2); correspond with B. Baker regarding exhibits to the APA (.2); correspond with KCC regarding certain notice parties (.3)	4.9	3,283.00
05/02/20	S Borders	B130	Attention to sale and closing issues and work plan regarding same	1.1	1,336.50
05/02/20	J Dutson	B130	Emails regarding benefit transfers and insurance programs (0.8); attend to publication notice and call with J. Edwards regarding same (0.5)	1.3	1,306.50
05/03/20	B Baker	B130	Review exhibits to APA to	3.6	2,016.00

13459 Krystal Company, The
 253001 Restructuring Advice
 06/12/20

Invoice No. 10352937
 Page 4

Date	Timekeeper	Task	Description	Hours	Value
			populate schedules		
05/03/20	S Borders	B130	Emails with T. Statton (.2); draft sale order (1.0); attention to sale issues (.8)	2.0	2,430.00
05/03/20	L Shermohammed	B130	Review and revise sale order	1.7	1,139.00
05/04/20	B Baker	B130	Populate schedules to APA exhibits (1.4); email correspondence concerning the same (.5)	1.9	1,064.00
05/04/20	S Borders	B130	Email regarding rejection of World Pay contract; emails with contract parties; calls with various creditors and landlords regarding sale	2.3	2,794.50
05/04/20	J Dutson	B130	Call with Traveler's counsel (0.4); emails and calls regarding Data Breach (0.5)	0.9	904.50
05/04/20	L Shermohammed	B130	Review and revise management agreement and related schedules to APA and correspond with B. Baker and M. Shenk regarding same (1.7); correspond with various creditors and A&M regarding cure costs (2.6)	4.3	2,881.00
05/05/20	B Baker	B130	Email correspondence concerning schedules to APA exhibits	0.5	280.00
05/05/20	S Borders	B130	Call with utility bond provider (.2); attention to APA revised from Fortress (.4); attention to notice of no auction (.2); prepare for board process (.2)	1.0	1,215.00
05/05/20	J Dutson	B130	Call with A&M regarding travlers and emails regarding same (0.5); attend to publication and other data breach matters (0.8); emails with Traveler's counsel (0.3); email to M. Elliott regarding Credit Bid (0.2); call with Committee's counsel and emails regarding KCC invoice (0.5)	2.3	2,311.50
05/05/20	L Shermohammed	B130	Draft notice of no auction and filing of APA and correspond with J. Dutson regarding same (.9); correspond with J. Dutson regarding real estate transfer documents and prepare same (1.5); correspond with various landlords	7.3	4,891.00

13459 Krystal Company, The
 253001 Restructuring Advice
 06/12/20

Invoice No. 10352937
 Page 5

Date	Timekeeper	Task	Description	Hours	Value
			and A&M regarding assumption of leases and cure amounts (.3.4); review and revise publication notice and correspond with KCC regarding same (.8); review schedules to exhibits of APA (.7)		
05/06/20	B Baker	B130	Populate schedules for exhibits to APA (1.5); email correspondence concerning the same (.5)	2.0	1,120.00
05/06/20	L Shermohammed	B130	Correspond with KCC team regarding service of adequate assurance information (.4); draft closing checklist (.7); revise notice of no auction and filing of APA and file same (.7); review revised APA and correspond with S. Borders regarding same (.9); review schedules to exhibits to APA and correspond with B. Baker regarding same (1.2); revise cure cost tracker and correspond with various creditors and A&M regarding cure costs and assumption of leases (3.8); conference with NCR regarding sale process and cure costs (.5)	8.2	5,494.00
05/07/20	B Baker	B130	Populate schedules for exhibits to APA (1.5); email correspondence concerning the same (.5)	0.9	504.00
05/07/20	S Borders	B130	Attention to cure claims and emails regarding same (.5); revised sale order (.7); attention to workers compensation issues regarding sale (.3); call with fortress' counsel (.2); email regarding substantial contribution claim (.3)	2.0	2,430.00
05/07/20	L Shermohammed	B130	Review and coordinate service of Adequate Assurance Information with KCC (.8); review revisions to sale order (.7); review and correspond with C. Russell regarding real estate transfer documents (.7); draft substantial contribution motion and motion to expedite hearing regarding same (5.1); correspond with various creditors and A&M regarding cure	10.1	6,767.00

13459 Krystal Company, The
 253001 Restructuring Advice
 06/12/20

Invoice No. 10352937
 Page 6

Date	Timekeeper	Task	Description	Hours	Value
05/08/20	L Shermohammed	B130	amounts and revise tracker regarding same (2.3); review employee offer letter (.3); correspond with S. Borders and J. Edwards regarding lease amendments (.2)	6.2	4,154.00
05/09/20	L Shermohammed	B130	Revise and file substantial contribution and motion to expedite regarding same (1.6); correspond with the Court regarding same (.4); summarize objections to the lease assumption extension motion and correspond with B. Baker regarding same (.6); review revised sale order (.7); correspond with various creditors and A&M regarding cure costs and assumption of leases (1.3); review and revise real estate transfer documents (.5); coordinate service of adequate assurance information (.7); coordinate service of documents with KCC (.4)	0.9	603.00
05/11/20	L Shermohammed	B130	Correspond with A&M and J. Edwards regarding rejection contracts schedule (.5); coordinate service of order granting motion to expedite with the Court and KCC (.4)	5.5	3,685.00
05/12/20	B Baker	B130	Review and revise APA exhibits and schedules (1.1); draft and file amended cure notice and correspond with A&M regarding same (.9); review and revise real estate transfer documents and correspond with C. Russell regarding same (.7); draft and file notice of modified proposed sale order (.4); correspond with the Company regarding employee transition issues (.3); review first amendment to APA (.4); correspond with A&B regarding the sale order (.3); revise Stratton sale hearing proffer (.8); correspond with various contract and lease counterparties regarding cure costs (.6)	1.0	560.00
			Update APA exhibits and		

13459 Krystal Company, The
 253001 Restructuring Advice
 06/12/20

Invoice No. 10352937
 Page 7

Date	Timekeeper	Task	Description	Hours	Value
			schedules to exhibits		
05/12/20	S Borders	B130	Prepare for and attend hearing on extension of time to assume or reject leases and extension of exclusivity; prepared for sale hearing; prepared proffers for T. Stratton and J. Tibus; revise sale order; call with UCC counsel; call with Purchaser counsel; call with R. Williamson regarding cash collateral; amendment to APA; attention to cure issues; call regarding executive separation agreements with Fortress and J. Tibus; document review	7.8	9,477.00
05/12/20	L Shermohammed	B130	Revise Stratton proffer (.3); revise and correspond regarding schedules to APA exhibits (.5); draft notice of modified proposed sale order (.5); draft notice of first amendment to APA (.3); prepare for sale hearing (3.2); review revised sale order (.3); correspond with lease and contract counterparties regarding cure costs and sale (.8); draft notice regarding supplemental cure notice (.4); review and revise summaries of objections to sale hearing (.3); review and revise agenda and correspond with B. Baker regarding same (.3); correspond with KCC regarding service of documents (.2)	7.1	4,757.00
05/13/20	S Borders	B130	Hearing on sale motion; 9019 motion; motion on Pruett Relief from stay; prepared for same; revised sale order; call with J. Edwards regarding same; call with M. McLoughlin regarding same; revised hearing outline; revised sale orders based on Court's comments	5.9	7,168.50
05/13/20	L Shermohammed	B130	Review and revise proposed sale order and notice of modified proposed order (.7); prepare for sale hearing (.9); attend sale hearing (1.6); correspond with KCC regarding service of	6.2	4,154.00

13459 Krystal Company, The
 253001 Restructuring Advice
 06/12/20

Invoice No. 10352937
 Page 8

Date	Timekeeper	Task	Description	Hours	Value
			documents (.3); revise sale order post-sale hearing and correspond with A&B, the Committee, and other parties regarding same (1.2); review assumption and rejection Excel sheet analysis (.4); review and file notices (.6); summarize additional objections to the sale (.2); correspond with the Court regarding entry of the sale order (.3)		
05/14/20	B Baker	B130	Draft notice of designated rights assets and assigned contracts	0.9	504.00
05/14/20	S Borders	B130	Review of sale documents (1.3); transition call (1.0); document review regarding sale and use of cash collateral (.5)	2.8	3,402.00
05/14/20	L Shermohammed	B130	Draft notice of filing designation right assets and assigned contracts list (.7); review partial assignment of APA (.5); review specific lease assignment documents (.5); review and revise schedules to APA exhibits and correspond with A&M and the Company regarding same (1.2)	2.9	1,943.00
05/15/20	B Baker	B130	Compile signature packet (1.1); call and email correspondence concerning APA exhibits (.7)	1.8	1,008.00
05/15/20	S Borders	B130	Transition call; assumption/rejection issues; work on sale logistics	2.7	3,280.50
05/15/20	L Shermohammed	B130	Attend transition call (1.2); draft and revise bring down certificate (.9); draft and revise FIRPTA certificate (1.3); prepare signature packets and other documents for closing and correspond regarding same (1.9); review and revise real estate transfer documents and correspond with C. Russell regarding same (.7); review and correspond with A&B and the Company regarding revised APA and schedules thereto (1.1); correspond with the Company regarding the Ringgold owned property (.7)	7.8	5,226.00

13459 Krystal Company, The
 253001 Restructuring Advice
 06/12/20

Invoice No. 10352937
 Page 9

Date	Timekeeper	Task	Description	Hours	Value
05/16/20	S Borders	B130	Review of closing documents and transition status call with Purchaser	1.5	1,822.50
05/16/20	L Shermohammed	B130	Attend transition call (1.2); review and revise APA exhibits and schedules thereto and correspond with A&B and S. Borders regarding same (1.4)	2.6	1,742.00
05/17/20	S Borders	B130	Review of closing documents and closing call	1.0	1,215.00
05/17/20	L Shermohammed	B130	Compile FIRPTA and Bring Down Certificates (.4); attend closing call (.2); review executed compiled closing set (.8)	1.4	938.00
05/18/20	L Shermohammed	B130	Review revised real estate transfer documents (.9); correspond with various parties regarding closing (.4)	1.3	871.00
05/19/20	L Shermohammed	B130	Draft and revise notice of closing of sale (1.1); review designation right asset and assigned contracts schedules for accuracy (.5); correspond regarding post-closing name changes (.2); conference with M. Shenk regarding schedules (.3)	2.1	1,407.00
05/20/20	B Baker	B130	Email correspondence concerning DRA and assigned contracts schedules	0.2	112.00
05/22/20	S Borders	B130	Address various sale issues	2.1	2,551.50
05/28/20	S Borders	B130	Emails to and from J. Edwards regarding inclusion of Realty Income in lease extension order (.4); review of emails and proposed order (.4); email with L. Shemohammed regarding same (.2)	1.0	1,215.00
			Total B130	142.6	116,760.50
05/10/20	S Borders	B140	Call with M. Shenk regarding closing issues (.4); attention to lease issue (.6)	1.0	1,215.00
05/11/20	S Borders	B140	Review of revised sale order (.4); emails to Fortress' counsel regarding same (.1)	0.5	607.50
05/21/20	S Borders	B140	Prepare for and participate in hearing; document review	2.2	2,673.00

13459 Krystal Company, The
 253001 Restructuring Advice
 06/12/20

Invoice No. 10352937
 Page 10

Date	Timekeeper	Task	Description	Hours	Value
			regarding same		
			Total B140	3.7	4,495.50
05/11/20	A James	B150	Discuss various issues that creditors have called to discuss, primarily on proof of claim forms for current/former employees	0.7	332.50
05/14/20	A James	B150	Discuss proof of claim forms with creditors	0.4	190.00
			Total B150	1.1	522.50
05/13/20	B Baker	B160	Draft final fee application for Piper Sandler (.7); email correspondence concerning the same (.3)	1.1	616.00
05/14/20	B Baker	B160	Draft final fee application for Piper Sandler (3.1); email correspondence concerning the same (.2)	3.3	1,848.00
			Total B160	4.4	2,464.00
05/27/20	S Borders	B185	Review of rejection list; review of rejection order and notice; attention to emails from various landlords, email to J. Edwards	1.2	1,458.00
			Total B185	1.2	1,458.00
05/19/20	D Fowler	B210	Attention to final investor letter	0.3	177.00
05/29/20	D Fowler	B210	Review questions regarding D&O tail policy	0.4	236.00
			Total B210	0.7	413.00
05/06/20	D Fowler	B220	Emails with L. Shermohammed regarding Krystal Parent Holdings and corresponding organizational documents for PBGC inquiry; revise structure chart and send to L. Shermohammed	0.9	531.00
05/11/20	S Choy	B220	Review information for health plan termination requirements	0.4	494.00
05/12/20	S Choy	B220	Review health plan information and termination requirements	0.5	617.50
05/12/20	N Schiller	B220	Research whether advance notice is required to terminate a group health plan	1.5	1,380.00
05/25/20	S Borders	B220	Attention to PBGC issues	2.7	3,280.50
05/27/20	S Borders	B220	Attention to Mark Tolle severance issues; call with Jon Tibus and Michael Shenk regarding same	0.6	729.00

13459 Krystal Company, The
 253001 Restructuring Advice
 06/12/20

Invoice No. 10352937
 Page 11

Date	Timekeeper	Task	Description	Hours	Value
			Total B220	6.6	7,032.00
05/11/20	S Borders	B230	Address final cash collateral; email to A. Ray and R. Williamson; calls with Landlords; address PBGC issues; prepare for hearing on motion to extend time to assume or reject leases; emails with J. Edwards regarding APA; review of MOR; call with L. Shemohhamed	2.5	3,037.50
05/19/20	S Borders	B230	Attention to cash collateral order (.2); emails to A. Ray regarding same (.1); revised letter to equity investors (.2); review of letter to pension beneficiaries on continued medical insurance and document review regarding same (.3); review and revised Notice of Sale and email to L. Shemohammed regarding same (.3) call with committee counsel and purchaser counsel for hearing on Thursday (.5); attention to various counsel who emailed or called regarding bar date today (.5)	2.1	2,551.50
05/20/20	S Borders	B230	Review revised cash collateral order; attention to hearing prep; document review; emails to and from committee and lender/purchaser	2.9	3,523.50
			Total B230	7.5	9,112.50
05/08/20	C Russell	B250	Review existing deed and recombination plat and legal descriptions	1.7	391.00
05/12/20	C Russell	B250	Prepare warranty deed and tax transfer forms	2.4	552.00
05/15/20	C Russell	B250	Revise warranty deed and tax transfer forms, review closing documents	1.3	299.00
			Total B250	5.4	1,242.00
05/01/20	L Shermohammed	B410	Correspond with M. Wood at the company regarding lease amendments	0.2	134.00
05/04/20	L Shermohammed	B410	Draft portions of monthly operating report	1.3	871.00
05/05/20	L Shermohammed	B410	Call with Fidelity and S. Borders regarding utility bonds (.3); review	0.7	469.00

13459 Krystal Company, The
 253001 Restructuring Advice
 06/12/20

Invoice No. 10352937
 Page 12

Date	Timekeeper	Task	Description	Hours	Value
			schedule of Fidelity utility bonds (.4)		
05/06/20	L Shermohammed	B410	Correspond with S. Borders, D. Fowler and the PBGC regarding additional documentation requested to terminate pension plan (.4); review corporate ownership chart regarding the pension plan (.2); correspond with M. Misdom regarding property insurance (.4)	1.0	670.00
05/07/20	L Shermohammed	B410	Correspond with M. Shenk regarding documents relating to pension plan termination (.2); correspond with SnapTech and the Company regarding payment of postpetition invoices (.5)	0.7	469.00
05/08/20	L Shermohammed	B410	Review monthly operating report (.4); correspond with various landlords and the company regarding renewed insurance (.5); correspond with SnapTech and the company regarding payment of postpetition invoices (.4)	1.1	737.00
05/11/20	L Shermohammed	B410	Correspond with the Company regarding the website update (.2); correspond with M. Shenk regarding retiree plan (.3); review and revise monthly operating report and file same (.7); review cash collateral budget (.1); review and revise hearing prep regarding objections to the lease assumption extension motion (1.8); review and revise agenda and file same (.5); revise the lease assumption extension motion (.3); correspond with the Company and G. Godfrey regarding payment to SnapTech (.4)	4.3	2,881.00
05/12/20	L Shermohammed	B410	Correspond with the Company and G. Godfrey regarding payment to Snaptech (.3); attend hearing on motions to extend exclusivity periods and deadline to assume leases (1.4); revise proposed orders on same post-hearing (.9); email same to objecting parties	3.4	2,278.00

13459 Krystal Company, The
 253001 Restructuring Advice
 06/12/20

Invoice No. 10352937
 Page 13

Date	Timekeeper	Task	Description	Hours	Value
			and correspond regarding same (.8)		
05/13/20	L Shermohammed	B410	Correspond with the PBGC regarding pension termination stipulation and termination related documents (.4); correspond with the Company regarding updated certificates of insurance (.3); correspond with Piper and B. Baker regarding final fee applications (.3); draft email to and correspond with the Court regarding proposed order on the lease assumption deadline extension motion (.6); correspond with counsel for Krystal Warner Robins regarding motion for relief (.3)	1.9	1,273.00
05/14/20	L Shermohammed	B410	Review and revise Piper final fee application form (.9); review motion for relief and correspond with counsel for KRY Warner Robins and A&B regarding same (.8)	1.7	1,139.00
05/15/20	L Shermohammed	B410	Prepare form of and correspond with B. Baker regarding motion to dismiss	0.7	469.00
05/18/20	L Shermohammed	B410	Review and revise motion to dismiss (2.6); prepare for hearing on substantial contribution motion and motion to extend time to assume or reject leases (1.5)	4.1	2,747.00
05/19/20	L Shermohammed	B410	Prepare for hearing on substantial contribution motion and motion to extend time to assume or reject leases (2.6); draft agenda (.5); legal research regarding section 365 (2.7); conference with the Committee and the Purchaser regarding the upcoming hearing (.2)	6.0	4,020.00
05/20/20	L Shermohammed	B410	Correspond with KCC regarding service of various filing and orders (.9); revise and file agenda (.4); prepare for hearing on substantial contribution motion and motion to extend time to assume or reject contracts (4.3); review Purchaser's	6.5	4,355.00

13459 Krystal Company, The
 253001 Restructuring Advice
 06/12/20

Invoice No. 10352937
 Page 14

Date	Timekeeper	Task	Description	Hours	Value
			objection tracker (.6); correspond with M. Shenk regarding the upcoming hearing and various schedules (.3)		
05/21/20	L Shermohammed	B410	Prepare for hearing on substantial contribution motion and motion to extend time to assume or reject contracts and correspond with S. Borders regarding same (2.4); hearing regarding same (1.2); draft revised proposed orders (1.3)	4.9	3,283.00
05/22/20	L Shermohammed	B410	Correspond with counsel for KRY Warner Robins regarding motion for relief (.3); correspond with the Company and various landlords regarding certificates of insurance and review same (.4); correspond with landlords regarding proposed order on motion to extend time to assume and reject leases (.6)	1.3	871.00
05/26/20	L Shermohammed	B410	Draft and revise proposed orders from May 21 hearing (1.0); correspond with counsel for Peach Willow and KRY Warner Robins (.6); correspond with T. Hardin regarding a pending lawsuit (.3)	1.9	1,273.00
05/27/20	L Shermohammed	B410	Review initial rejection list and draft and compile rejection notice (1.3); review employee separation agreement and conference with A&M and K&S teams regarding same (.6); correspond with Purchaser and S. Borders regarding certain landlords (1.6); telephonically attend hearing on motion for relief and motion for allowance of administrative expense claim (.5); correspond with KCC regarding service of various filed documents (.5)	4.5	3,015.00
05/28/20	L Shermohammed	B410	Correspond with Purchaser regarding amended proposed order on assumption or rejection extension motion and review and upload same (1.2); correspond with the Court regarding same (.2); review pension termination documents and correspond with	3.2	2,144.00

13459 Krystal Company, The
 253001 Restructuring Advice
 06/12/20

Invoice No. 10352937
 Page 15

Date	Timekeeper	Task	Description	Hours	Value
			A&M and K&S teams regarding same (1.3); correspond with T. Hardin regarding a pending lawsuit and other matters (.5)		
05/29/20	L Shermohammed	B410	Review consent motion of landlord 522 Highway and correspond with landlord regarding same (.4)	0.4	268.00
			Total B410	49.8	33,366.00
			Total	264.3	207,526.50

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Sarah Borders	Partner	65.2	1215.00	79,218.00
Sam Choy	Partner	0.9	1235.00	1,111.50
Jeff Dutson	Partner	7.1	1005.00	7,135.50
Britney Baker	Associate	51.2	560.00	28,672.00
Daniel Fowler	Associate	1.6	590.00	944.00
Andrew James	Associate	1.1	475.00	522.50
Nell Schiller	Associate	1.5	920.00	1,380.00
Leia Shermohammed	Associate	130.3	670.00	87,301.00
Cliff Russell	Paralegal	5.4	230.00	1,242.00
Total		264.3		207,526.50

Expenses Incurred

05/31/20	Duplicating Costs	73.60
05/15/20	Document Delivery - VENDOR: Georgia Messenger Service, Inc. INVOICE#: 320264 DATE: 5/15/2020 Messenger service	16.95
	Total Expenses	90.55

13459 Krystal Company, The
253001 Restructuring Advice
06/12/20

Invoice No. 10352937
Page 16

Task Summary

Task		Hours	Value
B110	Case Administration	41.3	30,660.50
B130	Asset Disposition	142.6	116,760.50
B140	Relief from Stay/Adequate Protection Proceedings	3.7	4,495.50
B150	Meetings of and Communications with Creditors	1.1	522.50
B160	Fee/Employment Applications	4.4	2,464.00
B185	Assumption/Rejection of Leases and Contracts	1.2	1,458.00
B210	Business Operations	0.7	413.00
B220	Employee Benefits/Pensions	6.6	7,032.00
B230	Financing/Cash Collections	7.5	9,112.50
B250	Real Estate	5.4	1,242.00
B410	General Bankruptcy Advice/Opinions	49.8	33,366.00
Total		264.3	207,526.50

KING & SPALDING

FEDERAL I.D. 58-0520153

The Krystal Company
ATTN: Bruce Vermilyea
Chief Financial Officer
1455 Lincoln Parkway E
Suite 600
Dunwoody, GA 30346

Remit To:
King & Spalding LLP
P.O. Box 116133
Atlanta, GA 30368-6133

By Wire: SunTrust Bank
ABA: 061 000 104
SWIFT: SNTRUS3A
USD Account: 88003 12475
Account Name: King & Spalding

Invoice No.	10352937
Invoice Date	06/12/20
Client No.	13459
Matter No.	253001

RE: Restructuring Advice

For questions, contact:
Kathryn Furman +1 404 572 3599

REMITTANCE

Please return this page with your remittance.

Amount Due This Invoice	\$207,617.05
-------------------------	--------------

Payment is Due Upon Receipt

KING & SPALDING

FEDERAL I.D. 58-0520153

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King & Spalding LLP
P.O. Box 116133
Atlanta, GA 30368-6133

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SWIFT: SNTRUS3A
USD Account: 88003 12475
Account Name: King & Spalding

The Krystal Company
ATTN: Tony Hardin
1455 Lincoln Parkway E
Suite 600
Dunwoody, GA 30346

Invoice No.	10352938
Invoice Date	06/12/20
Client No.	13459
Matter No.	265001

RE: Project Chattanooga

For questions, contact:
Phyllis Sumner +1 404 572 4799

For Professional Services Rendered through 05/31/20:

Fees	\$	8,167.00
Total this Invoice	\$	8,167.00

Payment is Due Upon Receipt

13459 Krystal Company, The
 265001 Project Chattanooga
 06/12/20

Invoice No. 10352938
 Page 2

PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours	Value
05/01/20	A Dehnel	Edit and revise response letter to PLIS	0.6	426.00
05/01/20	N Moffitt	Review AG list used for bankruptcy notification and correspondence with bankruptcy team regarding same	0.3	295.50
05/01/20	N Moffitt	Review revised bankruptcy notice and correspondence with bankruptcy team regarding same	0.1	98.50
05/01/20	N Moffitt	Telephone conference with bankruptcy team concerning distribution of notice	0.5	492.50
05/01/20	N Moffitt	Correspondence with Edelman concerning quote for media distribution	0.2	197.00
05/01/20	P Sumner	Review revised notice regarding claims	0.2	205.00
05/01/20	P Sumner	Various correspondence regarding publication notice for consumers and prior AG notices	0.4	410.00
05/01/20	P Sumner	Call with team regarding notice deadlines and procedures	0.5	512.50
05/01/20	P Sumner	Review prior notice plan and publication	0.2	205.00
05/01/20	P Sumner	Strategize regarding notice process for AGs and consumers and correspondence regarding same	0.3	307.50
05/04/20	A Dehnel	Review trade name restoration policy for pandemic extension and property policy to determine if any pandemic exclusions and emails with S. Guilbert regarding same	0.4	284.00
05/04/20	N Moffitt	Review and revise letter to PLIS	0.5	492.50
05/04/20	N Moffitt	Correspondence with S. Borders regarding [REDACTED]	0.2	197.00
05/04/20	N Moffitt	Tend to questions raised pertaining to [REDACTED]	0.8	788.00
05/04/20	P Sumner	Correspondence regarding [REDACTED]	0.2	205.00
05/05/20	A Dehnel	Edit and revise response letter to PLIS	0.2	142.00
05/05/20	N Moffitt	Revise letter to PLIS	1.3	1,280.50
05/05/20	N Moffitt	Correspondence with Edelman concerning status of SOW for media distribution	0.1	98.50

13459 Krystal Company, The
 265001 Project Chattanooga
 06/12/20

Invoice No. 10352938
 Page 3

Date	Timekeeper	Description	Hours	Value
05/05/20	N Moffitt	Correspondence with S. Borders and J. Dutson regarding [REDACTED]	0.2	197.00
05/05/20	N Moffitt	Correspondence with J. Dutson regarding [REDACTED]	0.1	98.50
05/06/20	A Dehnel	Edit and revise response letter to PLIS	0.4	284.00
05/12/20	A Dehnel	Emails with team regarding draft response to PLIS	0.1	71.00
05/15/20	A Dehnel	Edit and revise draft response to PLIS	0.1	71.00
05/18/20	A Dehnel	Edit and revise letter in response to PLIS and emails with team regarding same	1.0	710.00
05/21/20	N Moffitt	Correspondence with T. Hardin regarding [REDACTED]	0.1	98.50
		Total	9.0	8,167.00

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Natasha Moffitt	Partner	4.4	985.00	4,334.00
Phyllis Sumner	Partner	1.8	1025.00	1,845.00
Amy Dehnel	Associate	2.8	710.00	1,988.00
Total		9.0		8,167.00

KING & SPALDING

FEDERAL I.D. 58-0520153

Remit To:
King & Spalding LLP
P.O. Box 116133
Atlanta, GA 30368-6133

By Wire: SunTrust Bank
ABA: 061 000 104
SWIFT: SNTRUS3A
USD Account: 88003 12475
Account Name: King & Spalding

The Krystal Company
ATTN: Tony Hardin
1455 Lincoln Parkway E
Suite 600
Dunwoody, GA 30346

Invoice No. 10352938
Invoice Date 06/12/20
Client No. 13459
Matter No. 265001

RE: Project Chattanooga

For questions, contact:
Phyllis Sumner +1 404 572 4799

REMITTANCE

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Amount Due This Invoice	\$8,167.00
-------------------------	------------

KING & SPALDING

FEDERAL I.D. 58-0520153

The Krystal Company
ATTN: Bruce Vermilyea
Chief Financial Officer
1455 Lincoln Parkway E
Suite 600
Dunwoody, GA 30346

Remit To:
King & Spalding LLP
P.O. Box 116133
Atlanta, GA 30368-6133

By Wire: SunTrust Bank
ABA: 061 000 104
SWIFT: SNTRUS3A
USD Account: 88003 12475
Account Name: King & Spalding

Invoice No.	10359535
Invoice Date	07/07/20
Client No.	13459
Matter No.	253001

RE: Restructuring Advice

For questions, contact:
Kathryn Furman +1 404 572 3599

For Professional Services Rendered through 06/30/20:

Fees	\$	78,621.00
Total this Invoice	\$	78,621.00

Payment is Due Upon Receipt

13459 Krystal Company, The
 253001 Restructuring Advice
 07/07/20

Invoice No. 10359535
 Page 2

PROFESSIONAL SERVICES

Date	Timekeeper	Task	Description	Hours	Value
06/01/20	B Baker	B110	Locate precedent for transition support agreement	0.5	280.00
06/03/20	A Dehnel	B110	Conference with S. Guilbert regarding matter	0.1	71.00
06/05/20	B Baker	B110	Email correspondence concerning motion to dismiss	0.3	168.00
06/08/20	S Borders	B110	Attention to request for relief from stay from C. Miller and H. Miller; email to counsel; review of proposed consent order	0.4	486.00
06/08/20	S Borders	B110	Review of AGG fee statements	0.2	243.00
06/08/20	A Dehnel	B110	Follow up regarding response to PLIS	0.1	71.00
06/09/20	N Moffitt	B110	Review notice of sale of assets pertaining to Krystal	0.1	98.50
06/10/20	B Baker	B110	Email correspondence monthly operating report and adequate assurance account	0.2	112.00
06/11/20	S Borders	B110	Work on wrap up of case closing issues	2.6	3,159.00
06/12/20	S Borders	B110	Fee statement; Baldwin administrative application; EEOC claim; wrap up of case closing issues	2.5	3,037.50
06/15/20	B Baker	B110	Review and summarize administrative expense motion	1.3	728.00
06/15/20	S Borders	B110	Call with Committee counsel; attention to motion for administrative claim; attention to EEOC matter	1.0	1,215.00
06/16/20	B Baker	B110	Draft and file notice of assumption (.6); review docket entries (.2) email correspondence with L. Shermohammed and S. Borders concerning administrative expense motion (.3)	1.1	616.00
06/17/20	B Baker	B110	Hearing concerning commencement of professional fee payments (.3); draft and upload amended final cash collateral order (1.3); calls and email correspondence concerning the same (.8)	2.4	1,344.00

13459 Krystal Company, The
 253001 Restructuring Advice
 07/07/20

Invoice No. 10359535
 Page 3

Date	Timekeeper	Task	Description	Hours	Value
06/17/20	S Borders	B110	Prepare for and participate in hearing; email regarding L. Peter's email on payment of rent; call with B. Baker regarding revisions to conveyance documents for owned real estate	1.0	1,215.00
06/18/20	S Borders	B110	Document review Motion for Relief from stay	0.6	729.00
06/19/20	N Moffitt	B110	Correspondence with Krystal and S. Borders concerning preliminary liability communication from MasterCard	0.1	98.50
06/22/20	S Borders	B110	Call with PBGC; email regarding organizational chart to PBGC; email to A&M regarding most recent statement for pension plan as requested by PBGC	0.5	607.50
06/29/20	N Moffitt	B110	Call with S. Borders concerning bankruptcy status	0.5	492.50
06/29/20	N Moffitt	B110	Correspondence with S. Borders regarding scheduling call to discuss bankruptcy status	0.1	98.50
06/29/20	N Moffitt	B110	Review correspondence from Krystal to WorldPay concerning bankruptcy	0.1	98.50
06/30/20	N Moffitt	B110	Review communications from Verizon pertaining to Synovus requests	0.1	98.50
06/30/20	N Moffitt	B110	Prepare correspondence to S. Borders concerning verification requests and request for PFI report	0.1	98.50
Total B110				15.9	15,165.50
06/01/20	L Shermohammed	B130	Correspond with A&B regarding real estate transfer documents and review same (1.2); draft amended order regarding assumption and rejection procedures and file and correspond with the Court regarding same (1.8); draft and file notice of assumption and correspond with A&B regarding same (1.1)	4.1	2,747.00
06/16/20	B Baker	B130	Email correspondence with L. Shermohammed and S. Borders concerning real estate transfer documents	0.2	112.00

13459 Krystal Company, The
 253001 Restructuring Advice
 07/07/20

Invoice No. 10359535
 Page 4

Date	Timekeeper	Task	Description	Hours	Value
06/17/20	B Baker	B130	Revise owner's affidavit (.5); call and email correspondence real estate transfer documents (.7)	1.2	672.00
06/19/20	B Baker	B130	Email correspondence concerning real estate transfer documents	0.6	336.00
06/22/20	B Baker	B130	Email correspondence with purchaser counsel and client concerning real estate transfer document comments	0.9	504.00
06/23/20	B Baker	B130	Email correspondence with concerning real estate transfer document comments	0.8	448.00
06/23/20	S Borders	B130	Emails regarding Buyer's honoring gift cards and World pay (.2); email regarding Geer relief from stay and review of proposed order regarding the same (.3); call with creditor regarding "lost claim form" (.2)	0.7	850.50
06/24/20	B Baker	B130	Email correspondence concerning real estate transfer documents and IP assignment	0.7	392.00
06/25/20	B Baker	B130	Email correspondence concerning real estate transfer document comments	0.7	392.00
06/29/20	B Baker	B130	Email correspondence concerning executed deed and owner's affidavit; coordinate delivery of original documents to title company	0.8	448.00
06/30/20	B Baker	B130	Email correspondence with title company concerning original deed and owner's affidavit	0.2	112.00
			Total B130	10.9	7,013.50
06/04/20	S Borders	B140	Attention and emails regarding workers compensation issues	0.7	850.50
06/05/20	S Borders	B140	Attention and emails regarding workers compensation issues; call regarding same	0.6	729.00
06/22/20	S Borders	B140	Call with C. Heibeck regarding ADA settlement; call with J. Edwards regarding same	0.6	729.00
06/25/20	S Borders	B140	Address stay issues and landlord issues	0.6	729.00
			Total B140	2.5	3,037.50

13459 Krystal Company, The
 253001 Restructuring Advice
 07/07/20

Invoice No. 10359535
 Page 5

Date	Timekeeper	Task	Description	Hours	Value
06/04/20	S Borders	B185	Work on Traveler's agreement; attention to workers compensation; attention to various lease claims and communications	2.9	3,523.50
06/10/20	S Borders	B185	Review of proposed notice of assumption of executory contracts (.2); attention to PBGC issues (2.1)	2.1	2,551.50
06/16/20	S Borders	B185	Prepare for hearing; email from L. Peters regarding nonpayment of rent; review of APA; emails with J. Edwards; email with A. Ray	2.6	3,159.00
06/29/20	S Borders	B185	Attention to extended lease terms; call with A. Porter regarding terminated employee; call with R. Graham regarding unpaid rent; email to J. Edwards regarding same.	0.5	607.50
06/30/20	S Borders	B185	Call with J. Edwards	0.3	364.50
			Total B185	8.4	10,206.00
06/05/20	S Borders	B220	Attention to PBGC and pension termination; legal research and document review regarding same	3.9	4,738.50
			Total B220	3.9	4,738.50
06/02/20	S Borders	B230	Call with A. Ray regarding cash collateral hearing; call with A. Ray and J. Edwards regarding payment of rent status; prepared for hearing; review of proposed order; participated in hearing; call with R. Williamson and A. Ray regarding order; emails with Jones & Cork regarding Metro Air claim; emails with M. Shenk and J. Tibus regarding Metro Air Claim; review of sale order regarding same	2.8	3,402.00
06/03/20	S Borders	B230	Review of changes to final cash collateral order (.1); email to A. Ray regarding same (.1); email from S. Kupka regarding same (.1); email with M. Shenk regarding payment of substantial contribution claim (.1)	0.4	486.00
			Total B230	3.2	3,888.00
06/01/20	L Shermohammed	B410	Determine whether lease of certain landlord has been rejected and	0.6	402.00

13459 Krystal Company, The
 253001 Restructuring Advice
 07/07/20

Invoice No. 10359535
 Page 6

Date	Timekeeper	Task	Description	Hours	Value
			correspond with J. Dutson regarding same (.6)		
06/02/20	L Shermohammed	B410	Correspond with T. Hardinand M. Shenk regarding adequate assurance account (.5); telephonically attend hearing on cash collateral and professional fees (.7); correspond with J. Simpson regarding the monthly operating report and draft a portion of same (1.3); correspond with counsel for Dominion Energy regarding its adequate assurance deposit (.6); correspond with KCC regarding service of various documents (.2); correspond with counsel for Peach Willow regarding lease assumption (.7); revise assumption notice and correspond with A&B regarding and file same (.6)	4.6	3,082.00
06/04/20	L Shermohammed	B410	Review and comment on revisions to real estate transfer documents and correspond with S. Borders regarding same (1.6); draft corporate ancillary documents related to same (2.1); correspond with Dominion Energy regarding its adequate assurance deposit (.4); correspond with C. Foster regarding a workers' compensation settlement (.7); correspond with M. Wood regarding the Ringgold owned property (.9); correspond with Sunshine Car Care regarding the assumption/rejection of its contract and review related documents regarding same (.8)	5.7	3,819.00
06/05/20	L Shermohammed	B410	Draft and revise motion to dismiss (3.6); review treatment of workers' compensation claims under the APA and prepare for settlement conference (1.2); draft final fee application (1.5)	6.3	4,221.00
06/08/20	L Shermohammed	B410	Review and revise monthly operating report and correspond with A&M regarding same (1.8); correspond with Duke Energy and T. Hardin regarding utilities	4.7	3,149.00

13459 Krystal Company, The
 253001 Restructuring Advice
 07/07/20

Invoice No. 10359535
 Page 7

Date	Timekeeper	Task	Description	Hours	Value
06/09/20	L Shermohammed	B410	accounts (1.3); review Haygood motion for relief and related consent order (.8); review EEOC update and correspond with T. Hardin regarding same (.8)	4.1	2,747.00
06/10/20	L Shermohammed	B410	Review Haygood Word copy consent order (.1); review proposed assumption and rejection lists and correspond with A&B regarding same (.5); prepare various documents for B. Baker and correspond with B. Baker regarding same (.8); correspond with A&M regarding monthly operating report (.2); correspond with M. Misdom, T. Hardon, M. Shenk, Dominion and Duke Energy regarding service and utility accounts (1.4); correspond with counsel for Sunshine Car Care regarding lease agreement and assumption and with A&B regarding same (1.1)	3.6	2,412.00
06/18/20	L Shermohammed	B410	Prepare, review and file assumption notice (.4); prepare, review and file rejection notice (.3); correspond with counsel to Krystal V LLC regarding assumption of lease (.4); draft email to S. Borders regarding various items (.5); correspond with M. Misdom, T. Hardon, M. Shenk, Dominion and Duke Energy regarding service and utility accounts (1.7); correspond with A&M regarding monthly operating report (.3)	0.5	335.00
06/19/20	L Shermohammed	B410	Correspond with B. Baker regarding real estate transfer documents	3.0	2,010.00
			Review revised monthly operating report, correspond with A&M and S. Borders regarding same, and file same (.8); review real estate transfer documents and correspond with B. Baker (1.1); correspond with counsel to unsecured creditor regarding status of case (.4); correspond with counsel to		

13459 Krystal Company, The
 253001 Restructuring Advice
 07/07/20

Invoice No. 10359535
 Page 8

Date	Timekeeper	Task	Description	Hours	Value
			Snaptech regarding June payment and correspond with the company regarding the same (.7)		
06/22/20	L Shermohammed	B410	Review schedules and other documents related to asserted claims (1.8); conference regarding pension termination and related correspondence (.3); correspond with counsel for Snaptech and the Company regarding same (.5); review title commitment requirements and correspond with B. Baker regarding same (.7)	3.3	2,211.00
06/23/20	L Shermohammed	B410	Correspond with B. Baker regarding real estate transfer documents (.6); review consent order on McLean motion for relief and correspond with W. Geer and K&S team regarding same (1.2); correspond with counsel for Ladas Land Development and J. Edwards regarding cure amounts (.7)	2.5	1,675.00
06/24/20	L Shermohammed	B410	Correspond with counsel regarding Haygood motion for stay relief (.4); review IP assignment and correspond with J. Schipper regarding same (.6); correspond with various utility providers, newco, and M. Shenk regarding account processes (.9); conference with R. Willcox regarding asserted claims (.4)	2.3	1,541.00
06/25/20	L Shermohammed	B410	Attend hearing (.9); correspond with chambers regarding consent order on motion for relief (.3)	1.2	804.00
06/29/20	L Shermohammed	B410	Review docket and draft portion of monthly operating report and correspond with A&M regarding same (1.4); correspond with B. Baker regarding real estate transfer documents (.2); review correspondence and other documents regarding employee separation agreement (.7); correspond with J. Edwards regarding assumption and rejection notices and extension of DRA period (.3); draft, finalize and file	4.8	3,216.00

13459 Krystal Company, The
 253001 Restructuring Advice
 07/07/20

Invoice No. 10359535
 Page 9

Date	Timekeeper	Task	Description	Hours	Value
06/30/20	L Shermohammed	B410	assumption and rejection notices (.8); correspond with S. Goolsby regarding rejection of certain lease and review documents regarding same (.6); correspond with tax collector regarding personal property at certain rejected store location and correspond with Company regarding same (.8)	4.4	2,948.00
			Review Plair consent order on motion for relief and correspond with company regarding same (.6); draft, finalize, and file assumption and rejection notices (.8); draft global rejection notice (.7); correspond with taxing entity regarding personal property (.8); review docket and correspond with B. Keck regarding the assumption of certain leases (1.5)		
			Total B410	51.6	34,572.00
			Total	96.4	78,621.00

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Sarah Borders	Partner	27.5	1215.00	33,412.50
Natasha Moffitt	Partner	1.1	985.00	1,083.50
Britney Baker	Associate	11.9	560.00	6,664.00
Amy Dehnel	Associate	0.2	710.00	142.00
Leia Shermohammed	Associate	55.7	670.00	37,319.00
Total		96.4		78,621.00

13459 Krystal Company, The
253001 Restructuring Advice
07/07/20

Invoice No. 10359535
Page 10

Task Summary

Task		Hours	Value
B110	Case Administration	15.9	15,165.50
B130	Asset Disposition	10.9	7,013.50
B140	Relief from Stay/Adequate Protection Proceedings	2.5	3,037.50
B185	Assumption/Rejection of Leases and Contracts	8.4	10,206.00
B220	Employee Benefits/Pensions	3.9	4,738.50
B230	Financing/Cash Collections	3.2	3,888.00
B410	General Bankruptcy Advice/Opinions	51.6	34,572.00
Total		96.4	78,621.00

KING & SPALDING

FEDERAL I.D. 58-0520153

The Krystal Company
ATTN: Bruce Vermilyea
Chief Financial Officer
1455 Lincoln Parkway E
Suite 600
Dunwoody, GA 30346

Remit To:
King & Spalding LLP
P.O. Box 116133
Atlanta, GA 30368-6133

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USD Account: 88003 12475
Account Name: King & Spalding

Invoice No.	10359535
Invoice Date	07/07/20
Client No.	13459
Matter No.	253001

RE: Restructuring Advice

For questions, contact:
Kathryn Furman +1 404 572 3599

REMITTANCE

Please return this page with your remittance.

Amount Due This Invoice	\$78,621.00
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Payment is Due Upon Receipt

KING & SPALDING

FEDERAL I.D. 58-0520153

Remit To:
King & Spalding LLP
P.O. Box 116133
Atlanta, GA 30368-6133

By Wire: SunTrust Bank
ABA: 061 000 104
SWIFT: SNTRUS3A
USD Account: 88003 12475
Account Name: King & Spalding

The Krystal Company
ATTN: Bruce Vermilyea
Chief Financial Officer
1455 Lincoln Parkway E
Suite 600
Dunwoody, GA 30346

Invoice No. 10370898
Invoice Date 08/24/20
Client No. 13459
Matter No. 253001

RE: Restructuring Advice

For questions, contact:
Kathryn Furman +1 404 572 3599

For Professional Services Rendered through 07/31/20:

Fees	\$	41,137.00
Expenses		33.63
Total this Invoice	\$	41,170.63

Summary of Outstanding Invoices as of 08/24/20

Invoice No.	Invoice Date	Balance Due
10359535	07/07/20	\$ 78,621.00

Payment is Due Upon Receipt

13459 Krystal Company, The
 253001 Restructuring Advice
 08/24/20

Invoice No. 10370898
 Page 2

PROFESSIONAL SERVICES

Date	Timekeeper	Task	Description	Hours	Value
07/06/20	S Borders	B110	Review of MOR and email regarding same; work on pension and turnover to PBGC	1.4	1,701.00
07/07/20	S Borders	B110	Attention to EEOC claim; request for termination of lease; non payment of lease cure issues; PBGC requests	1.5	1,822.50
07/15/20	S Borders	B110	Email from PBGC; email from Layton Grisette; document review regarding PBGC issues	0.7	850.50
07/16/20	S Borders	B110	Email regarding unpaid claim; emails regarding garnishment request; email with Fortress counsel regarding windown; review of PBGC requests and DOL issues	0.9	1,093.50
07/17/20	S Borders	B110	Attention to various litigaiton and landlord issues	0.7	850.50
07/23/20	S Borders	B110	Document review; email to client regarding Department of Labor request	0.2	243.00
07/23/20	S Borders	B110	Call with M. Shenk regarding PBGC Trusteeship Agreement; email to PBGC team regarding same and request for confidentiality agreement	0.5	607.50
07/24/20	S Borders	B110	Document review regarding DOL issues	0.3	364.50
07/27/20	S Borders	B110	Email with J. Edwards regarding case wind up (.1) email with D. Hart and J. Edwards regarding EEOC claim (.2); document review regarding UCC request (.2)	0.5	607.50
07/28/20	S Borders	B110	Email regarding lawsuit against franchisee and drafted resone to same for M. Shenk	1.3	1,579.50
07/30/20	S Borders	B110	Attentiont to PBGC issues; emails from Seyfarth regarding EEOC claim; attention to extension of bar date	0.6	729.00
07/31/20	S Borders	B110	Call with PBGC; review of ;transfer agreement for pension;	1.0	1,215.00

13459 Krystal Company, The
 253001 Restructuring Advice
 08/24/20

Invoice No. 10370898
 Page 3

Date	Timekeeper	Task	Description	Hours	Value
			review of requested corporate ownership issue; call with client regarding same; transmitted executed agreement to PBGC		
			Total B110	9.6	11,664.00
07/02/20	B Baker	B130	Email correspondence with L. Shermohammed, S. Borders, A&B, and title company concerning PT-61 form	1.1	616.00
07/02/20	S Borders	B130	Attention to Word Pay demand	0.4	486.00
			Total B130	1.5	1,102.00
07/14/20	S Borders	B140	Emails to and from J. Berland; revised termination of lease; document review	0.5	607.50
			Total B140	0.5	607.50
07/29/20	L Shermohammed	B160	Draft consolidated fee application	1.3	871.00
07/31/20	L Shermohammed	B160	Draft consolidated fee application	1.9	1,273.00
			Total B160	3.2	2,144.00
07/01/20	S Borders	B185	Attention to sale of real estate; EEOC claim; World Pay issues; final schedules of rejected/assumed leases	1.0	1,215.00
07/02/20	B Baker	B185	File global notice of rejection	0.2	112.00
07/22/20	S Borders	B185	Attention to request for lease termination for Mabry Blvd Tampa location	0.3	364.50
07/29/20	S Borders	B185	Email to and from Judy Bergland regarding termination; email to and from L. Shermohammed regarding same; email to professionals regarding motion to dismiss and fee application; document review regarding ability to do consolidated fee application;	1.0	1,215.00
			Total B185	2.5	2,906.50
07/01/20	L Shermohammed	B410	Review and analyze contract cure parties and proposed assumption and rejection lists (2.1); correspond with B. Keck regarding assumption of various leases and review notices regarding same (.6); correspond with S. Goolsby regarding various leases and review notices regarding same	4.2	2,814.00

13459 Krystal Company, The
 253001 Restructuring Advice
 08/24/20

Invoice No. 10370898
 Page 4

Date	Timekeeper	Task	Description	Hours	Value
			(.7); correspond with KCC regarding service on contract parties (.5); correspond with former employee regarding the pension termination (.3)		
07/02/20	L Shermohammed	B410	Correspond with KCC regarding the service of various documents (.3); review and analyze real estate tax forms and correspond with B. Baker regarding same (.5); revise, finalize and file global rejection notice (.7); draft, finalize and file assumption and rejection notices (1.2)	2.7	1,809.00
07/06/20	L Shermohammed	B410	Draft, revise, and file monthly operating report and confer with A&M team and S. Borders regarding same	2.4	1,608.00
07/07/20	L Shermohammed	B410	Review Owens motion for relief and proposed consent order and conference with A. Anglin regarding same (1.4); correspond with counsel for Sunshine Car Care (.4); correspond with landlord of Tennessee property (.5); correspond with various creditors regarding notices received (.8)	3.1	2,077.00
07/08/20	L Shermohammed	B410	Review various documents regarding pending litigation and correspond with T. Hardin and Travelers regarding same	1.7	1,139.00
07/10/20	L Shermohammed	B410	Correspond with A. Anglin regarding consent order on motion for relief (.6); review termination of lease (1.1)	1.7	1,139.00
07/13/20	L Shermohammed	B410	Correspond with various utility companies regarding account transfers (.4); correspond with J. Edwards regarding Ultimate Software (.3); review lease termination and correspond with Krystal team regarding same (.7)	1.4	938.00
07/14/20	L Shermohammed	B410	Correspond with counsel regarding Owen's motion for relief (.4); review lease termination and	1.3	871.00

13459 Krystal Company, The
 253001 Restructuring Advice
 08/24/20

Invoice No. 10370898
 Page 5

Date	Timekeeper	Task	Description	Hours	Value
			correspond with Krystal team regarding same (.9)		
07/15/20	L Shermohammed	B410	Follow up with counsel regarding Owen's motion for stay relief; review docket prior to hearing on same; research regarding final fee application	0.8	536.00
07/16/20	L Shermohammed	B410	Correspond with landlord counsel regarding lease assumption (.5); correspond with J. Edwards regarding same (.2); attend hearing on Owen's stay relief motion (.9); correspond with Dominion Energy regarding account transfer (.3)	1.9	1,273.00
07/17/20	L Shermohammed	B410	Review operating reports	0.4	268.00
07/20/20	L Shermohammed	B410	Correspond with counsel regarding 9019 settlement; draft final fee application	3.3	2,211.00
07/21/20	L Shermohammed	B410	Draft June monthly fee statement	4.2	2,814.00
07/21/20	L Shermohammed	B410	Correspond with counsel regarding 9019 settlement; correspond with J. Tibus regarding lease termination; correspond with various parties, including the company, regarding the transfer of utility accounts	1.1	737.00
07/22/20	L Shermohammed	B410	Correspond with M. Shenk regarding wind down; correspond with J. Tibus regarding lease termination	0.9	603.00
07/23/20	L Shermohammed	B410	Correspond with counsel regarding 9019 settlement	0.5	335.00
07/24/20	L Shermohammed	B410	Correspond with counsel regarding Jenkins proof of claim	0.3	201.00
07/27/20	L Shermohammed	B410	Review PBGC notice of determination	0.2	134.00
07/28/20	L Shermohammed	B410	Correspond with A&M team regarding lease termination	0.2	134.00
07/31/20	L Shermohammed	B410	Review and revise motion to dismiss; correspond with A&M regarding lease termination	1.6	1,072.00
Total B410				33.9	22,713.00
Total				51.2	41,137.00

13459 Krystal Company, The
253001 Restructuring Advice
08/24/20

Invoice No. 10370898
Page 6

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Sarah Borders	Partner	12.8	1215.00	15,552.00
Britney Baker	Associate	1.3	560.00	728.00
Leia Shermohammed	Associate	37.1	670.00	24,857.00
Total		51.2		41,137.00

Expenses Incurred

06/29/20	Document Delivery - VENDOR: United Parcel Service (KY) INVOICE#: 329658-270WW DATE: 7/4/2020 Amy Riser, Sr. Title - First American Title Insurance Co. - ATLANTA - GA	13.25
07/31/20	Document Delivery - VENDOR: United Parcel Service (KY) INVOICE#: 329658-310AAA DATE: 8/1/2020 Donald W. Scarlett, - Ulrich, Scarlett, Wickman & Dean PA - Sarasota - FL	20.38
	Total Expenses	33.63

13459 Krystal Company, The
253001 Restructuring Advice
08/24/20

Invoice No. 10370898
Page 7

Task Summary

Task		Hours	Value
B110	Case Administration	9.6	11,664.00
B130	Asset Disposition	1.5	1,102.00
B140	Relief from Stay/Adequate Protection Proceedings	0.5	607.50
B160	Fee/Employment Applications	3.2	2,144.00
B185	Assumption/Rejection of Leases and Contracts	2.5	2,906.50
B410	General Bankruptcy Advice/Opinions	33.9	22,713.00
Total		51.2	41,137.00

KING & SPALDING

FEDERAL I.D. 58-0520153

Remit To:
King & Spalding LLP
P.O. Box 116133
Atlanta, GA 30368-6133

By Wire: SunTrust Bank
ABA: 061 000 104
SWIFT: SNTRUS3A
USD Account: 88003 12475
Account Name: King & Spalding

The Krystal Company
ATTN: Bruce Vermilyea
Chief Financial Officer
1455 Lincoln Parkway E
Suite 600
Dunwoody, GA 30346

Invoice No. 10370898
Invoice Date 08/24/20
Client No. 13459
Matter No. 253001

RE: Restructuring Advice

For questions, contact:
Kathryn Furman +1 404 572 3599

REMITTANCE
Please return this page with your remittance.

Amount Due This Invoice **\$41,170.63**

Summary of Outstanding Invoices as of 08/24/20

Invoice No.	Invoice Date	Balance Due
10359535	07/07/20	\$ 78,621.00

EXHIBIT D-2

Detailed Time Entries/Invoices

**First and Final Application Period
January 19, 2020 Through July 31, 2020
Scroggins & Williamson, P.C.**

SCROGGINS & WILLIAMSON, P.C.

4401 NORTHSIDE PARKWAY

SUITE 450

ATLANTA, GA 30327

TAX I.D. No. 58-2082550

The Krystal Company

March 04, 2020

RE:

Fees and Expenses from January 20, 2020 to January 31, 2020

PROFESSIONAL SERVICES

Date	Init.	Description	Hours	Amount
Case Admin				
1/21/2020	MWL	Review pleadings filed in case	0.90	\$427.50
	JRW	Review email correspondence and respond to same	1.20	\$624.00
1/22/2020	JRW	Conferences with Ms. Ray (0.8); review email correspondence and respond to same (1.2)	2.00	\$1,040.00
1/23/2020	ARR	Conference with R. Williamson (0.5); review and respond to email correspondence (0.3); prepare for and participate in status call (0.7)	1.50	\$697.50
	JRW	Telephone conferences with Mr. Tibus (0.8); conferences with Ms. Ray (0.5); telephone conference with Mr. Tibus, Ms. Ray and co-counsel regarding status of pending matters and follow up call with Mr. Tibus and Ms. Ray (0.8); review email correspondence and respond to same (1.1)	3.20	\$1,664.00
1/24/2020	ARR	Review and respond to email correspondence and telephone conference with S. Borders, J. Dutson and R. Williamson (1.3); conference call with M. Elliott, J. Tibus and R. Williamson (0.6); conference with R. Williamson (0.8); conference call with M. Elliott, P. Batista and R. Williamson and follow up call with J. Tibus and R. Williamson (1.3)	4.00	\$1,860.00
	JRW	Telephone conferences with co-counsel regarding pending matters and Chapter 11 issues (0.8); telephone conferences with Mr. Tibus (0.6); telephone conference with Mr. Tibus, Mr. Elliott and Ms. Ray (0.8); telephone conference with Mr. Elliott, Ms. Ray and Mr. Batista (0.6); conferences with Mr. Levin (0.3); conferences with Ms. Ray (0.8); review email correspondence and respond to same (1.2)	5.10	\$2,652.00

The Krystal Company

Page 2

<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
1/27/2020	ARR	Conference call with lender group (0.6); prepare for and participate in call with lender group (0.6); review and respond to email correspondence (0.7)	1.90	\$883.50
	JRW	Telephone conferences with client (0.5); review email correspondence and respond to same (1.5)	2.00	\$1,040.00
1/28/2020	JRW	Conferences with Mr. Levin and Ms. Ray (0.7); review email correspondence and respond to same (1.1)	1.80	\$936.00
1/29/2020	ARR	Conference with R. Williamson (0.5); review documents (0.6)	1.10	\$511.50
	JRW	Telephone conference with Ms. Borders regarding status (0.4); review email correspondence and respond to same (1.1); conferences with Ms. Ray (0.5)	2.00	\$1,040.00
1/30/2020	ARR	Review and respond to email correspondence (0.4); conference with R. Williamson regarding loan documents (0.4); telephone conference with R. Williamson and S. Borders (0.4); conference with R. Williamson (0.8)	2.00	\$930.00
	JRW	Review email correspondence and respond to same (1.2); telephone conference with Ms. Borders and Ms. Ray (0.4); conferences with Mr. Levin (0.4); conferences with Ms. Ray (0.8)	2.80	\$1,456.00
1/31/2020	ARR	Review and respond to email correspondence	0.70	\$325.50
JRW		Telephone conferences with co-counsel (0.6); conferences with Ms. Ray (0.6); review email correspondence and respond to same (0.9)	2.10	\$1,092.00

SUBTOTAL: [34.30 \$17,179.50]

Financing/CC

1/20/2020	MWL	Conference with R. Williamson and A. Ray regarding cash collateral issues (0.5); review first lien loan documents (1.0); review second lien loan documents (0.4); conference with A. Ray regarding key terms in loan docs (0.2); draft motion to approve use of cash collateral (2.7); review comments on motion and revise and file same (0.9); review other pleadings in case in connection with same (0.6); conference with R. Williamson and A. Ray regarding status (0.5)	6.80	\$3,230.00
	JHK	Conference with A. Ray and R. Williamson regarding defenses to cash collateral claim by bank (0.3); review case law and pleadings in other cases regarding same (0.5)	0.80	\$380.00

The Krystal Company

Page 3

Date	Init.	Description	Hours	Amount
1/20/2020	JRW	Telephone conference with counsel for lenders and Ms. Ray (0.5); legal research regarding cash collateral issues and conferences with Ms. Ray regarding same (0.7)	1.20	\$624.00
1/21/2020	MWL	Conference with R. Williamson and A. Ray regarding status and issues for tomorrow (0.3); telephone conference with M. Duedall regarding advertising agency and its claim on certain bank account (0.4); exchange emails with R. Williamson regarding filing of budget (0.2); review budget (0.2); draft notice of filing budget and file same (0.8)	1.90	\$902.50
	JHK	Research on limiting value of bank's lien on restaurant assets and forward same to R. Williamson and A. Ray	0.80	\$380.00
	JRW	Work on cash collateral order and telephone conferences with counsel for lenders regarding same (2.4); review pleadings and prepare for hearing (1.6)	4.00	\$2,080.00
1/22/2020	MWL	Conference with R. Williamson and A. Ray regarding cash collateral and related issues (0.5); conference with R. Williamson regarding results of hearing (0.3)	0.80	\$380.00
	JRW	Telephone conferences with counsel for lenders (0.5); work on revisions to orders (1.2)	1.70	\$884.00
1/23/2020	ARR	Prepare for and participate in conference call with J. Tibus and counsel for bank group	1.20	\$558.00
1/24/2020	MWL	Review loan documents (0.3); telephone conference with counsel for landlord regarding requested changes to cash collateral order (0.3); conference with R. Williamson regarding same (0.2)	0.80	\$380.00
1/27/2020	ARR	Review lender documents and conference with J. Feldsher regarding same	1.30	\$604.50
	JRW	Review loan documents	1.20	\$624.00
1/28/2020	MWL	Conference with R. Williamson regarding possible DIP loan terms	0.40	\$190.00
	ARR	Conference with R. Williamson regarding financing issues; review and respond to email correspondence (1.0); telephone conference with chambers and email correspondence with J. Feldsher regarding providing loan documents to chambers (0.3); conference with R. Williamson and M. Levin (0.7)	2.00	\$930.00
	JRW	Review DIP loan term sheet and related documents and conferences with Mr. Levin and Ms. Ray regarding same (0.8); review draft budget and related materials and email correspondence with Mr. Tibus	1.60	\$832.00

The Krystal Company

Page 4

<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		regarding same (0.8)		
1/29/2020	MWL	Conference call with team regarding cash collateral and DIP issues	0.60	\$285.00
	JRW	Review loan documents and orders (0.8); telephone conference with Mr. Dobbs (0.4); review draft budget and telephone conference with Mr. Tibus, Ms. Ray and co-counsel regarding same (0.6)	1.80	\$936.00
	ARR	Email correspondence with J. Feldsher regarding loan documents and lien searches	0.50	\$232.50
1/30/2020	MWL	Conference with R. Williamson and A. Ray regarding cash collateral issues (0.3); telephone conference with M. Duedall regarding same (0.2); further conference with R. Williamson and A. Ray regarding cash collateral and follow on telephone conference with S. Borders regarding same (0.8)	1.30	\$617.50
	ARR	Multiple conferences with M. Levin regarding cash collateral issues (0.4); review lien searches provided by counsel for lenders and email correspondence regarding same (0.7)	1.10	\$511.50
	JRW	Review loan documents and conferences with Ms. Ray regarding same (0.4); review revised budget (0.4)	0.80	\$416.00
1/31/2020	ARR	Telephone conference with R. Williamson and J. Feldsher regarding proposed cash collateral and DIP financing (0.4); conference with R. Williamson (0.6); review proposed revisions to cash collateral order (1.9)	2.90	\$1,348.50
	JRW	Review proposed revisions to cash collateral order (1.8); telephone conference with Mr. Isbell regarding status of cash collateral order (0.3); telephone conference with Ms. Feldsher and Ms. Ray regarding proposed cash collateral order and DIP financing (0.4); review loan documents (1.2)	3.70	\$1,924.00
SUBTOTAL:			[39.20]	\$19,250.00

First/Second Da

1/20/2020	ARR	Review first day pleadings and proposed orders and prepare for and attend meeting with S. Borders, J. Dutson and J. Tibus regarding same and prepare for hearing on first day motions; work on cash collateral motion and conference with R. Williamson and M. Levin (7.5); telephone conference with counsel for lenders and R. Williamson (0.5); conference with R. Williamson regarding cash collateral issues (0.7); conference with M. Levin regarding key loan documents (0.3)	9.00	\$4,185.00
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The Krystal Company

Page 5

<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
1/20/2020	JRW	Review first day pleadings and orders and prepare for and attend meeting with co-counsel and Mr. Tibus regarding same and hearing; work on cash collateral motion and order and conferences with Mr. Levin and Ms. Ray regarding same	7.50	\$3,900.00
1/21/2020	ARR	Prepare for first day hearing and conferences regarding same (8.9); telephone conference with chambers regarding hearing dates (0.3)	9.20	\$4,278.00
	JRW	Prepare for and attend meetings with Ms. Ray, Mr. Tibus and co-counsel regarding hearing on first day motions (2.5); telephone conferences with counsel for US Foods (0.5)	3.00	\$1,560.00
1/22/2020	ARR	Prepare for and attend hearing on first day motions (4.8); review and respond to email correspondence and draft proposed order (1.4); conference with R. Williamson (0.8)	7.00	\$3,255.00
	JRW	Review documents and pleadings and prepare for and attend hearing on first day motions and cash collateral motion	7.50	\$3,900.00
1/23/2020	ARR	Email correspondence with chambers regarding order on US Foods (0.4); revise order on US Foods and email correspondence regarding same (0.6)	1.00	\$465.00
	JRW	Review orders and email correspondence with co-counsel regarding same	0.50	\$260.00
1/24/2020	JRW	Review pleadings and documents	1.80	\$936.00
1/29/2020	ARR	Conference call with J. Tibus, R. Williamson, M. Levin and co-counsel regarding budget	0.60	\$279.00
1/30/2020	ARR	Telephone conference with L. Fiorenza regarding status of vendor support agreement and email correspondence with J. Tibus regarding cash collateral issues	0.90	\$418.50

SUBTOTAL: [48.00 \$23,436.50]

Meetings/Comms

1/21/2020	JRW	Telephone conference with counsel for Flowers (0.2); participate in conference call with lender group and CRO (0.4)	0.60	\$312.00
1/23/2020	JRW	Prepare for and participate in conference call with Mr. Tibus and representatives of bank group counsel	1.20	\$624.00

The Krystal Company

Page 6

Date	Init.	Description	Hours	Amount
1/27/2020	JRW	Prepare for and participate in conference calls with lender representatives and client representatives	1.50	\$780.00
1/28/2020	ARR	Conference call with independent director and Wells Fargo (0.8); conference call with independent director and full bank group (0.4)	1.20	\$558.00
	JRW	Prepare for and participate in conference call with lenders, client representatives and director counsel	1.20	\$624.00
		SUBTOTAL:	[5.70]	\$2,898.00
		For Professional Services Rendered:		127.20 \$62,764.00

Additional Charges :

<u>Description</u>			
<u>LEXIS</u>			
	Lexis	Lexis	42.10
	SUBTOTAL:		[42.10]
<u>Pacer</u>			
	Pacer Service Center	Pacer Service Center Charge	46.40
	SUBTOTAL:		[46.40]
<u>Parking</u>			
	Parking	Parking - Hearings	36.00
	SUBTOTAL:		[36.00]
<u>Photocopies</u>			
	Photocopies	Copy Charges (19 pp x \$0.15)	2.85
	SUBTOTAL:		[2.85]
Total Expenses:			
Total amount of this bill			
			\$127.35
			\$62,891.35

The Krystal Company

Page 7

Timekeeper Summary

Name	Hours	Rate
Matthew W. Levin	13.50	475.00
J. Hayden Kepner, Jr.	1.60	475.00
J. Robert Williamson	63.00	520.00
Ashley Reynolds Ray	49.10	465.00

SCROGGINS & WILLIAMSON, P.C.

**4401 NORTHSIDE PARKWAY
SUITE 450
ATLANTA, GA 30327**

TAX I.D. No. 58-2082550

The Krystal Company

March 16, 2020

RE:

Fees and Expenses from	February 01, 2020	to	February 29, 2020
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PROFESSIONAL SERVICES

<u>Date</u>	<u>Init. Description</u>	<u>Hours</u>	<u>Amount</u>
<u>Case Administration</u>			
2/1/2020 JRW	Review email correspondence and respond to same	0.90	\$468.00
2/3/2020 JRW	Conferences with Ms. Borders, Mr. Dutson, Mr. Tibus and Ms. Ray regarding issues for hearing, sale process and case status (2.2); review email correspondence and respond to same (1.2)	3.40	\$1,768.00
2/4/2020 JRW	Telephone conferences with Ms. Borders (0.8); review email correspondence and respond to same (1.1); conference with Mr. Levin and Ms. Ray regarding status of pending matters (0.5)	2.40	\$1,248.00
2/5/2020 JRW	Conferences with Ms. Ray and Mr. Levin (0.7); review email correspondence and respond to same (1.0)	1.70	\$884.00
ARR	Review and respond to email correspondence	0.80	\$372.00
2/6/2020 JRW	Review email correspondence and respond to same	1.20	\$624.00
2/7/2020 JRW	Telephone conference with Ms. Borders (0.4); conferences with Ms. Ray (0.4); review email correspondence and respond to same (0.9)	1.70	\$884.00
ARR	Review and respond to email correspondence and conference with R. Williamson regarding same	0.60	\$279.00
2/9/2020 JRW	Review email correspondence and respond to same	0.40	\$208.00
2/10/2020 JRW	Review email correspondence and respond to same (1.1); review client documents (0.5)	1.60	\$832.00
ARR	Review and respond to email correspondence (0.4); telephone conference with counsel for NCR and follow up on same; telephone conference with R. Williamson and S. Borders (1.6)	2.00	\$930.00

The Krystal Company

Page 2

<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
2/11/2020	JHK	Review and categorize time	0.30	\$142.50
	JRW	Conferences with Ms. Ray (0.8); review pleadings and notice of Committee formation (0.5); review email correspondence and respond to same (1.3)	2.60	\$1,352.00
	ARR	Telephone conference with chambers regarding hearing date and email correspondence regarding same (0.4); conference with R. Williamson (0.8); review and respond to email correspondence (0.6); review notice of appointment of Committee and circulate same (0.3)	2.10	\$976.50
2/12/2020	JRW	Conferences with Ms. Ray (1.2); review email correspondence and respond to same (0.9)	2.10	\$1,092.00
2/13/2020	JRW	Review email correspondence and respond to same	1.10	\$572.00
2/14/2020	JRW	Review email correspondence and respond to same (0.9); conference with Ms. Ray (0.3)	1.20	\$624.00
2/17/2020	JRW	Review email correspondence and respond to same (0.8); conferences with Ms. Ray (0.4)	1.20	\$624.00
	ARR	Email correspondence with T. Atkinson regarding NCR	0.30	\$139.50
2/18/2020	JRW	Telephone conference with co-counsel, Mr. Tibus and Ms. Ray regarding status of pending matters (0.4); review email correspondence and respond to same (0.8)	1.20	\$624.00
	ARR	Telephone conference with J. Tibus regarding NCR; telephone conference with T. Atkinson regarding NCR	0.70	\$325.50
2/19/2020	JRW	Review email correspondence and respond to same (0.8); telephone conference with Ms. Borders (0.3)	1.10	\$572.00
	ARR	Review email correspondence	0.30	\$139.50
2/20/2020	JRW	Review email correspondence and respond to same (0.7); telephone conference with Ms. Borders and Ms. Ray (0.5)	1.20	\$624.00
	ARR	Telephone conference with J. Dutson	0.20	\$93.00
2/21/2020	JRW	Review email correspondence and respond to same	0.80	\$416.00
2/24/2020	JRW	Telephone conferences with Mr. Tibus (0.4); status call with Mr. Tibus and debtor professionals (0.7); conferences with Ms. Ray (0.5); review email correspondence and respond to same (0.8)	2.40	\$1,248.00
	ARR	Participate in weekly status call with lender group (0.8); telephone conference with M. Shenk, B. Vermilyea and B. McMillan regarding NCR contract	0.70	\$325.50

The Krystal Company

Page 3

Date	Init.	Description	Hours	Amount
2/25/2020	ARR	Telephone conference with T. Atkinson regarding NCR issues	0.80	\$372.00
2/27/2020	JRW	Conferences with Ms. Ray (0.5); telephone conferences with Ms. Borders (0.8); review email correspondence and respond to same (1.1)	2.40	\$1,248.00
2/28/2020	JRW	Telephone conference with Ms. Borders (0.5); telephone conference with Mr. Tibus (0.3); conferences with Ms. Ray (0.5)	1.30	\$676.00
SUBTOTAL:			[40.70]	\$20,683.00]

Employment and Fee Apps

2/5/2020	JRW	Work on retention application	1.20	\$624.00
	ARR	Conference with R. Williamson regarding Scroggins & Williamson retention application and order (0.5); draft and revise order on Scroggins & Williamson retention application (0.4)	0.90	\$418.50
SUBTOTAL:			[2.10]	\$1,042.50]

Financing and Cash Collateral

2/1/2020	JRW	Review cash collateral and DIP financing documents and loan agreements	1.20	\$624.00
2/3/2020	JRW	Work on second interim cash collateral order and conferences with Ms. Ray and Mr. Tibus regarding same (2.2); review DIP loan term sheet and prepare for and participate in conference call with counsel and representatives of Wells Fargo, Ms. Ray, co-counsel and Mr. Tibus regarding same and cash collateral issues (1.3); work on Tibus outline and prepare for hearing (2.5); draft notice and review proposed budget (0.8); review proposed revisions to cash collateral order and email correspondence regarding same (0.7)	7.50	\$3,900.00
	ARR	Meet with client and co-counsel and prepare for hearing; multiple telephone conferences with lenders (8.0); telephone conference with lender group regarding proposed DIP (1.6); prepare for hearing (1.2)	10.80	\$5,022.00
2/4/2020	MWL	Telephone conference with counsel for landlord regarding cash collateral order (0.3); conference with A. Ray regarding same (0.3); meeting with R. Williamson and A. Ray regarding issues with cash collateral order and next tasks (0.8)	1.40	\$665.00

The Krystal Company

Page 4

<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
2/4/2020	JRW	Review and revise cash collateral order and prepare for and attend hearing on same and other motions (3.8); telephone conference with Mr. Dobbs and Ms. Feldsher regarding hearing and order (0.4); work on final revisions to cash collateral order and email to other parties (0.7); conference with Mr. Levin regarding potential cash collateral objection from landlord and review email correspondence concerning same (0.4)	5.30	\$2,756.00
	ARR	Prepare for and attend hearing on interim cash collateral motion and US Foods motion (3.4); review and respond to email correspondence; conference with R. Williamson and M. Levin (1.6)	5.00	\$2,325.00
2/5/2020	MWL	Review lien search	0.70	\$332.50
	JRW	Work on cash collateral order and telephone conferences with Ms. Borders regarding same	2.50	\$1,300.00
2/6/2020	MWL	Exchange emails with landlord's counsel regarding cash collateral order (0.2); conference with R. Williamson regarding same (0.1)	0.30	\$142.50
	JRW	Review and revise cash collateral order and conferences with Ms. Ray regarding same (3.2); review loan and security documents (1.2); review and revise proposed DIP loan term sheet and telephone conference with Ms. Borders regarding same (1.4)	5.80	\$3,016.00
	ARR	Review and revise proposed order on cash collateral and conference with R. Williamson regarding same (3.1); review correspondence regarding DIP (0.7); review and respond to email correspondence (0.9)	4.70	\$2,185.50
2/7/2020	JRW	Review proposed revisions to DIP term sheet and orders and sale procedures (1.6); review and revise draft of final cash collateral order (1.4)	3.00	\$1,560.00
2/9/2020	JRW	Prepare for and participate in conference call with counsel for lenders regarding proposed DIP term sheet and bid procedures	1.70	\$884.00
	ARR	Review and respond to email correspondence; review DIP term sheet; prepare for and participate in conference call with counsel for lenders and counsel for company regarding DIP financing	2.30	\$1,069.50
2/10/2020	JRW	Review DIP loan order and related documents and telephone conference with Ms. Borders and Ms. Ray regarding same and hearing (0.8); work on cash collateral order (0.7)	1.50	\$780.00

The Krystal Company

Page 5

<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
2/10/2020	ARR	Conference call with lenders	0.20	\$93.00
2/11/2020	JRW	Work on draft of final cash collateral order and notice (1.4); telephone conference with counsel for landlord regarding cash collateral language (0.2); review revisions to DIP loan term sheet and bid procedures and telephone conference with Ms. Borders regarding same and pending matters set for hearing (1.8); telephone conference with Mr. Dorsey (0.4)	3.80	\$1,976.00
2/12/2020	MWL	Conference with R. Williamson and A. Ray regarding cash collateral issues	0.40	\$190.00
	JRW	Work on cash collateral order and prepare for hearing (3.8); numerous conferences with counsel for lenders regarding same (2.5); telephone conferences with co-counsel and CRO regarding hearing preparation and related issues (1.8)	8.10	\$4,212.00
	ARR	Prepare for hearing on cash collateral and related issues; multiple conference calls regarding same (3.8); meet with R. Williamson (1.2)	5.00	\$2,325.00
2/13/2020	JHK	Conference with R. Williamson regarding cash collateral issues with restaurants (0.4); research case law and Colliers regarding same (1.0)	1.40	\$665.00
	JRW	Prepare for and attend hearing on cash collateral motion and other matters (2.8); review orders (0.8); legal research regarding cash collateral issues (0.5)	4.10	\$2,132.00
	ARR	Prepare for and participate in hearing on cash collateral (2.9); review and respond to email correspondence (0.7)	3.60	\$1,674.00
2/14/2020	JRW	Review orders	0.80	\$416.00
	ARR	Conference with R. Williamson	0.30	\$139.50
2/17/2020	ARR	Review email correspondence (0.7); conference with R. Williamson (0.4)	1.10	\$511.50
2/18/2020	ARR	Update call with lender group (0.3); conference call with J. Tibus, S. Borders, J. Dutson and R. Williamson (0.7)	1.00	\$465.00
2/19/2020	JRW	Review cash collateral order	0.50	\$260.00
2/20/2020	JRW	Review proposed revisions to DIP agreement and conference call with counsel for lenders and Ms. Borders regarding same	0.80	\$416.00

The Krystal Company

Page 6

<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
2/20/2020	ARR	Telephone conference with R. Williamson and S. Borders	0.50	\$232.50
2/21/2020	JRW	Review orders	0.50	\$260.00
2/24/2020	ARR	Participate in weekly status call with lender group (0.8); status call with debtor professionals (0.7); conference with R. Williamson (0.5); review and respond to email correspondence (0.4)	2.40	\$1,116.00
2/27/2020	JRW	Work on final cash collateral order and email to counsel for lenders and Committee regarding same	2.80	\$1,456.00
	ARR	Conference with R. Williamson	0.50	\$232.50
2/28/2020	MWL	Review email correspondence regarding cash collateral order and budget	0.30	\$142.50
	JRW	Work on cash collateral order and notice	1.20	\$624.00
	ARR	Review and revise proposed final cash collateral order and budget and telephone conference with J. Tibus, M. Shenk and R. Williamson regarding same	1.70	\$790.50
SUBTOTAL:			[94.70]	\$46,891.00]

Meetings/Comm w/Creditors

2/3/2020	JRW	Prepare for and participate in conference calls with representatives of lenders, counsel and debtor representatives and professionals	1.20	\$624.00
2/10/2020	JRW	Participate in conference call with lenders	0.20	\$104.00
2/12/2020	JRW	Telephone conference with counsel for landlord (0.2); telephone conference with counsel for creditor (0.3)	0.50	\$260.00
2/13/2020	JRW	Telephone conference with counsel for creditor	0.30	\$156.00
2/18/2020	JRW	Participate in weekly status call with lender representatives	0.40	\$208.00
2/20/2020	JRW	Telephone conference with Mr. Kulka	0.60	\$312.00
2/24/2020	JRW	Prepare for and participate in conference call with lenders and debtor professionals	0.60	\$312.00
SUBTOTAL:			[3.80]	\$1,976.00]

For Professional Services Rendered:

141.30 \$70,592.50

The Krystal Company

Page 7

Additional Charges :

	<u>Description</u>	<u>Amount</u>
Parking	Parking - Hearings	18.00
Parking	Parking - Hearings	18.00
Photocopies	Copy Charges (56 pp x \$0.15)	8.40
Lexis	Lexis	168.07
Total Expenses:		\$212.47
Total amount of this bill		\$70,804.97

Timekeeper Summary

Name	Hours	Rate
Matthew W. Levin	3.10	475.00
J. Hayden Kepner, Jr.	1.70	475.00
J. Robert Williamson	88.00	520.00
Ashley Reynolds Ray	48.50	465.00

SCROGGINS & WILLIAMSON, P.C.

4401 NORTHSIDE PARKWAY
SUITE 450
ATLANTA, GA 30327

TAX I.D. No. 58-2082550

The Krystal Company

April 01, 2020

RE:

Fees and Expenses from		March 01, 2020	to	March 31, 2020
Date	Init. Description		Hours	Amount
PROFESSIONAL SERVICES				
Case Administration				
3/2/2020	JRW	Review email correspondence and respond to same	1.60	\$832.00
	ARR	Conference call with S. Borders, J. Dutson, J. Tibus and M. Shenk (0.7); conference with R. Williamson (0.4); review and respond to email correspondence (0.7)	1.80	\$837.00
3/3/2020	LFF	Work on fee statement	0.80	\$128.00
	JRW	Review email correspondence and respond to same	1.70	\$884.00
3/4/2020	LFF	Work on fee statement	1.20	\$192.00
	JRW	Review email correspondence and respond to same	0.80	\$416.00
3/5/2020	JRW	Review email correspondence and respond to same	0.50	\$260.00
3/6/2020	JRW	Review email correspondence and respond to same	0.50	\$260.00
	ARR	Review and respond to email correspondence	0.30	\$139.50
3/9/2020	JRW	Conference with Ms. Ray (0.3); review email correspondence and respond to same (0.5)	0.80	\$416.00
	ARR	Conference with R. Williamson	0.30	\$139.50
3/10/2020	LFF	Work on fee statement	0.40	\$64.00
	JRW	Review pleadings	0.30	\$156.00
3/12/2020	LFF	Work on fee statement	0.60	\$96.00
3/13/2020	LFF	Work on fee statement	0.60	\$96.00

The Krystal Company

Page 2

<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
3/13/2020	JRW	Conference with Ms. Ray and Mr. Levin regarding status of pending matters	0.50	\$260.00
	ARR	Conference with R. Williamson and M. Levin regarding status of pending matters	0.50	\$232.50
3/16/2020	LFF	Work on fee statement	0.50	\$80.00
	JRW	Review email correspondence and respond to same (0.8); review documents (0.5)	1.30	\$676.00
	ARR	Review and respond to email correspondence (0.4); conference with R. Williamson (0.4)	0.80	\$372.00
3/18/2020	JRW	Review email correspondence and respond to same	0.30	\$156.00
	ARR	Review and respond to email correspondence	0.30	\$139.50
3/19/2020	LFF	Work on fee statement	0.40	\$64.00
3/23/2020	JRW	Review email correspondence and respond to same	0.40	\$208.00
3/24/2020	JRW	Review email correspondence and respond to same	0.30	\$156.00
3/25/2020	JRW	Conferences with Ms. Ray (0.4); review email correspondence and respond to same (0.5)	0.90	\$468.00
	ARR	Conferences with R. Williamson	0.40	\$186.00
3/26/2020	JRW	Telephone conference with Ms. Borders and Ms. Ray (0.4); review email correspondence and respond to same (1.2)	1.60	\$832.00
	ARR	Review and respond to email correspondence (0.4); telephone conference with S. Borders and R. Williamson (0.4)	0.80	\$372.00
3/27/2020	JRW	Telephone conference with Ms. Borders (0.3); conferences with Ms. Ray regarding status call with lenders counsel (0.5); review email correspondence and respond to same (0.5)	1.30	\$676.00
	ARR	Review and respond to email correspondence	0.90	\$418.50
3/30/2020	JRW	Review email correspondence and respond to same	1.20	\$624.00
3/31/2020	JRW	Review email correspondence and respond to same (1.2); conferences with Ms. Ray (0.7)	1.90	\$988.00
	LFF	Work on fee statement	1.20	\$192.00
	ARR	Review and respond to email correspondence	1.30	\$604.50
SUBTOTAL:			[29.00]	\$12,621.00]

The Krystal Company

Page 3

Date	Init.	Description	Hours	Amount
<u>Financing and Cash Collateral</u>				
3/1/2020	JRW	Review budget and related documents and conference call with Mr. Tibus, Mr. Shenk and co-counsel regarding same	1.40	\$728.00
3/2/2020	MWL	Review emails regarding cash collateral order	0.30	\$142.50
	JRW	Draft and revise third interim cash collateral order, review budget, and email correspondence with Mr. Tibus regarding same (2.2); draft and revise witness outline and telephone conferences with Mr. Shenk regarding same (1.8); review proposed revisions to cash collateral order and conference calls with counsel for lenders and Creditors Committee regarding same (1.9); review objections and pleadings and prepare for hearing on cash collateral and other matters (3.5)	9.40	\$4,888.00
	ARR	Review comments from lender's counsel on cash collateral and email correspondence regarding same (1.2); prepare for hearing on cash collateral and related issues (1.4); review objections (1.5)	4.10	\$1,906.50
3/3/2020	JRW	Review documents and pleadings and prepare for and attend hearing on various motions, including cash collateral motion, and follow up conferences with counsel for lenders and Creditors Committee to revise orders (5.8); further revisions to cash collateral order (0.8); review orders (0.5)	7.10	\$3,692.00
	ARR	Prepare for and attend hearing on cash collateral and meet with counsel for debtors, lenders and Committee to revise proposed order	5.70	\$2,650.50
3/4/2020	JRW	Review orders	0.40	\$208.00
3/6/2020	JRW	Review lien search and conference with Ms. Ray regarding same	0.80	\$416.00
	ARR	Conference with R. Williamson regarding lien search	0.50	\$232.50
3/10/2020	MWL	Conference with R. Williamson regarding lien analysis	0.40	\$190.00
	JRW	Review loan and security documents and conferences with Mr. Levin regarding same	0.60	\$312.00
3/11/2020	MWL	Begin lien review	1.00	\$475.00
3/12/2020	ARR	Review financials from J. Simpson	0.30	\$139.50
3/19/2020	JRW	Review cash flow report and related email correspondence	0.50	\$260.00

The Krystal Company

Page 4

Date	Init.	Description	Hours	Amount
3/19/2020	ARR	Review weekly cash flow reporting	0.40	\$186.00
3/24/2020	MWL	Conference with R. Williamson regarding lien search (0.3); review loan documents and perfection documents (0.7); further conference with R. Williamson regarding same (0.4)	1.40	\$665.00
	JRW	Review loan and security documents and conferences with Mr. Levin regarding same (1.2); telephone conference with Ms. Borders regarding case status and cash collateral hearing (0.4)	1.60	\$832.00
3/25/2020	JRW	Review loan and security documents	0.80	\$416.00
3/26/2020	JRW	Review and revise stipulation and conferences with Ms. Ray regarding same (1.2); review budget and third interim order and conference call with Mr. Tibus, Mr. Shenk, Ms. Borders, Mr. Dutson and Ms. Ray regarding same and hearing (1.6)	2.80	\$1,456.00
	ARR	Review third interim cash collateral order and draft proposed stipulation extending usage period (1.8); conferences with R. Williamson regarding stipulation (0.8); telephone conference with debtor professionals regarding cash collateral budget (0.6); review updated budget and assumptions; draft email to counsel for lenders (1.4)	4.60	\$2,139.00
3/27/2020	MWL	Conference with R. Williamson regarding lien perfection issues (0.7); review loan documents and related documents (0.4)	1.10	\$522.50
	JRW	Review proposed budget and conferences with Ms. Ray regarding same (0.5); telephone conferences with Mr. Tibus regarding same (0.4); draft notice (0.4); review loan and security documents and conferences with Mr. Levin regarding same (0.8)	2.10	\$1,092.00
	ARR	Conference with R. Williamson regarding cash collateral issues (0.4); circulate proposed stipulation to J. Feldsher and R. Dorsey (0.4); participate in conference call with professionals for debtor and lender regarding sale process and cash collateral (0.5); conference with R. Williamson regarding same (0.5); email correspondence with counsel for Committee regarding stipulation on cash collateral (0.4); multiple telephone conferences regarding cash collateral usage (0.4)	2.60	\$1,209.00
3/30/2020	MWL	Draft list of issues with lien perfection and other related issues (1.1); conference with R. Williamson regarding same (0.1)	1.20	\$570.00
	JRW	Review and revise cash collateral order and conferences with Ms. Ray regarding same (1.4); conference call with Mr. Tibus, Ms. Ray, Ms. Borders	3.30	\$1,716.00

The Krystal Company

Page 5

Date	Init.	Description	Hours	Amount
		and Mr. Dutson regarding pending matters and hearing issues (0.8); conferences with Ms. Ray regarding cash collateral status and lender challenge issues (0.6); conferences with Mr. Levin regarding same and review draft (0.5)		
3/30/2020	ARR	Telephone conference with R. Dorsey regarding cash collateral (0.6); review and respond to email correspondence regarding cash collateral (0.3); conference call with debtor professionals regarding cash collateral issues (0.6); revise proposed stipulation and circulate for comment (0.5); circulate comments to proposed stipulation and new budget to counsel for lenders and Committee (0.5); email correspondence with counsel for Committee regarding cash collateral stipulation (0.5); review budget and conference with R. Williamson (0.7); conference with R. Williamson regarding review of lender's collateral and email correspondence with J. Tibus and M. Shenk regarding same (0.7); email correspondence regarding cash collateral hearing (0.2)	4.60	\$2,139.00
3/31/2020	MWL	Conference call with R. Williamson and client regarding lien review process and information needed (0.5); exchange emails with J. Tibus and J. Simpson regarding same (0.3); conference with R. Williamson regarding status (0.2)	1.00	\$475.00
	JRW	Review and revise budget and proposed cash collateral order and telephone conference with Mr. Tibus, Mr. Shenk and Ms. Ray regarding same (1.1); review documents regarding bank accounts and assets of debtors and telephone conference with Mr. Levin, Ms. Ray, Mr. Tibus, Mr. Shenk and Mr. Simpson regarding same (1.2); telephone conferences with Mr. Dorsey and Ms. Ray regarding cash collateral order (1.4); telephone conferences with Mr. Kulka and Ms. Ray regarding same (1.1)	4.80	\$2,496.00
	ARR	Conference call with J. Tibus, M. Shenk, J. Simpson, R. Williamson and M. Levin regarding issues with bank collateral and review documents regarding same (1.5); multiple telephone conferences with R. Dorsey regarding cash collateral (0.9); conference with R. Williamson regarding letter to lenders (0.7); conference call with J. Tibus, M. Shenk, J. Simpson, S. Borders and R. Williamson regarding cash collateral (0.4); telephone conferences with R. Williamson and S. Kulka (0.8); prepare for and participate in conference call regarding cash collateral (0.7); review revised budget (0.2)	5.20	\$2,418.00

SUBTOTAL:

[70.00 \$34,572.00]

The Krystal Company

Page 6

Date	Init.	Description	Hours	Amount
<u>Meetings/Comm w/Creditors</u>				
3/2/2020	JRW	Telephone conference with Mr. Nail (0.3); telephone conference with Mr. Kulka (0.7)	1.00	\$520.00
	ARR	Prepare for and participate in weekly status call with lenders	0.90	\$418.50
3/3/2020	ARR	Telephone conference with J. Burton regarding claim by landlord	0.40	\$186.00
3/9/2020	JRW	Participate in weekly status call with lender group and debtor professionals	0.50	\$260.00
	ARR	Participate in weekly status call with lender group and debtor professionals	0.50	\$232.50
3/16/2020	JRW	Prepare for and participate in weekly status call with lenders and debtor professionals	0.90	\$468.00
	ARR	Prepare for and participate in weekly status call with lenders and debtor professionals	0.90	\$418.50
3/23/2020	JRW	Review cash flow report and prepare for and participate in weekly status call with representatives of bank and debtor professionals	1.10	\$572.00
	ARR	Prepare for and participate in weekly call with debtor professionals and lenders (0.8); review update from A&M (0.5)	1.30	\$604.50
3/24/2020	ARR	Review correspondence from chambers regarding reset hearing time and email correspondence with interested parties regarding same	0.50	\$232.50
3/30/2020	ARR	Prepare for and participate in weekly status call with lenders and professionals	0.50	\$232.50
SUBTOTAL:			[8.50]	\$4,145.00]
For Professional Services Rendered:				107.50 \$51,338.00

Name	Timekeeper Summary	Hours	Rate
Lisa F. Forster		5.70	160.00
Matthew W. Levin		6.40	475.00
J. Robert Williamson		55.00	520.00
Ashley Reynolds Ray		40.40	465.00

TaxI.D.No.58-2082550

The Krystal Company**May 01, 2020**

RE:

Fees and Expenses from	April 01, 2020	to	April 30, 2020
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PROFESSIONAL SERVICES

Date	Init.	Description	Hours	Amount
<u>Asset Disposition</u>				
4/23/2020	ARR	Review sale motion and asset purchase agreement	1.30	\$604.50
4/28/2020	ARR	Participate in telephonic hearing and conference with R. Williamson	0.40	\$186.00
SUBTOTAL:			[1.70]	\$790.50]
<u>Case Administration</u>				
4/1/2020	LFF	Work on fee statement	2.10	\$336.00
	JRW	Telephone conference with Ms. Borders (0.3); conferences with Ms. Ray (0.7)	1.00	\$520.00
4/2/2020	JRW	Review email correspondence and respond to same	0.80	\$416.00
4/3/2020	JRW	Review email correspondence and respond to same (0.8); telephone conference with Ms. Borders (0.2)	1.00	\$520.00
	ARR	Review and respond to email correspondence	0.30	\$139.50
4/6/2020	JRW	Review email correspondence and respond to same	0.30	\$156.00
	ARR	Review email correspondence (0.3); review A&M Power Point and prepare for and participate in weekly status call with lenders and debtor professionals (0.5)	0.80	\$372.00
4/7/2020	JRW	Telephone conferences with Mr. Tibus (0.4); conferences with Ms. Ray (0.4); review email correspondence and respond to same (0.6)	1.40	\$728.00

The Krystal Company

Page 2

Date	Init.	Description	Hours	Amount
4/8/2020	JRW	Review email correspondence and respond to same	0.40	\$208.00
4/9/2020	JRW	Review email correspondence and respond to same	0.50	\$260.00
	ARR	Review email correspondence	0.40	\$186.00
4/10/2020	JRW	Conferences with Ms. Ray	0.40	\$208.00
	ARR	Prepare for and participate in conference call with Committee professionals regarding NOL analysis (0.8); conference with R. Williamson (0.4)	1.20	\$558.00
4/13/2020	JRW	Telephone conference with Ms. Borders regarding status of pending matters (0.4); review email correspondence and respond to same (0.7)	1.10	\$572.00
	ARR	Review and respond to email correspondence (0.3); review A&M Power Point (0.3); prepare for and participate in weekly status call with lenders and debtor professionals (0.4)	1.00	\$465.00
4/14/2020	JRW	Review email correspondence and respond to same	0.70	\$364.00
4/15/2020	JRW	Telephone conference with Ms. Borders (0.3); review email correspondence and respond to same (0.8); review pleadings (0.4)	1.50	\$780.00
4/16/2020	JRW	Conference with Ms. Ray (0.3); review email correspondence and respond to same (0.3)	0.60	\$312.00
	ARR	Conference with R. Williamson (0.3); review weekly cash report (0.3)	0.60	\$279.00
4/17/2020	MWL	Exchange emails with B. Rothschild regarding question regarding insurance claim	0.10	\$47.50
	ARR	Review email correspondence (0.4); review stipulated order (0.3); conference with R. Williamson (0.2)	0.90	\$418.50
4/20/2020	JRW	Review email correspondence and respond to same (0.5); review Committee standing motion (0.4)	0.90	\$468.00
	ARR	Review A&M Power Point (0.4); prepare for and participate in weekly status call with lenders and debtor professionals (0.5)	0.90	\$418.50
4/21/2020	JRW	Review motion (0.4); review email correspondence and respond to same (0.4)	0.80	\$416.00
4/22/2020	JRW	Review motion and email correspondence and respond to same (0.5); conferences with Ms. Ray (0.3)	0.80	\$416.00

The Krystal Company

Page 3

Date	Init.	Description	Hours	Amount
4/22/2020	ARR	Conference with R. Williamson (0.3); review email correspondence (0.4)	0.70	\$325.50
4/23/2020	JRW	Review email correspondence and respond to same (0.4); review pleadings (0.4)	0.80	\$416.00
4/24/2020	JRW	Conference with Ms. Ray	0.40	\$208.00
	ARR	Conference with R. Williamson (0.4); review and respond to email correspondence (0.4)	0.80	\$372.00
4/27/2020	JRW	Telephone conference with Ms. Borders (0.3); review email correspondence and respond to same (0.5)	0.80	\$416.00
	ARR	Review and respond to email correspondence	0.30	\$139.50
4/28/2020	JRW	Participate in telephonic hearing and follow up call with Ms. Ray (0.4); review email correspondence and respond to same (0.8); telephone conference with Ms. Borders (0.3)	1.50	\$780.00
	ARR	Review and respond to email correspondence	0.30	\$139.50
4/29/2020	JRW	Review email correspondence and respond to same (0.9); review sale documents and agreements (0.5)	1.40	\$728.00
4/30/2020	JRW	Conferences with Ms. Ray regarding pending matters (0.5); review email correspondence and respond to same (0.6)	1.10	\$572.00
	ARR	Review and respond to email correspondence	0.40	\$186.00
SUBTOTAL:			[29.00]	\$13,846.50

Financing and Cash Collateral

4/1/2020	MWL	Revise and upload order on cash collateral	0.30	\$142.50
	JRW	Telephone conferences with Ms. Ray and counsel for lenders (0.5); review loan provisions and cash collateral order (0.5); prepare for and participate in telephonic hearing on cash collateral (1.5); work on order (0.5); conferences with Ms. Ray and Mr. Levin regarding written statement of lien issues (0.5)	3.50	\$1,820.00
	ARR	Review proposed changes to cash collateral stipulation and email correspondence regarding same (0.6); review and respond to email correspondence; conference with R. Williamson; multiple telephone conferences with R. Dorsey; telephone conference with R. Williamson and S. Kulka regarding cash collateral issues; draft notice of filing proposed order (2.7); prepare notice of proposed order for filing and conference with R. Williamson regarding	6.30	\$2,929.50

Date	Init.	Description	Hours	Amount
		same (0.5); prepare for and participate in telephonic hearing on continued use of cash collateral (2.5)		
4/2/2020	MWL	Conference with R. Williamson and A. Ray regarding lien issues list and drafting of same	0.90	\$427.50
	JRW	Work on statement of lender issues and conferences with Mr. Levin and Ms. Ray regarding same (3.2); revise order (0.3)	3.50	\$1,820.00
4/3/2020	MWL	Conference with R. Williamson regarding lien issues list (0.3); review and comment on same (0.3)	0.60	\$285.00
	JRW	Legal research, review documents and agreements, and draft and revise statement of lender issues and multiple conferences with Ms. Ray regarding same (5.1); telephone conference with Mr. Dorsey (0.3)	5.40	\$2,808.00
4/6/2020	JRW	Review weekly cash flow update	0.20	\$104.00
4/9/2020	JRW	Review cash flow report	0.30	\$156.00
4/13/2020	JRW	Telephone conference with Mr. Dorsey regarding cash collateral issues	0.30	\$156.00
4/14/2020	JRW	Review budget and revisions thereto and telephone conferences with Mr. Shenk regarding same (0.5); telephone conference with Mr. Dorsey regarding cash collateral hearing and order (0.4); conferences with Ms. Ray regarding same (0.4); telephone conference with Mr. Tibus, Mr. Shenk and Ms. Borders regarding status of pending matters and hearing on cash collateral (0.5); review proposed order and revisions thereto and related email correspondence (0.6)	2.40	\$1,248.00
	ARR	Review email correspondence regarding cash collateral budget (0.4); review and respond to email correspondence regarding cash collateral stipulation (0.9); conference with R. Williamson (0.4)	1.70	\$790.50
4/15/2020	MWL	Finalize and file notice of proposed order (0.2); finalize order and budget and upload same (0.3)	0.50	\$237.50
	JRW	Telephone conference with Mr. Dorsey (0.3); draft notice and revise order on cash collateral regarding same (0.9); conference with Mr. Levin (0.3); conference with Ms. Ray regarding hearing status and pending matters (0.4)	1.90	\$988.00
	ARR	Telephone conference with R. Dorsey (0.3); conference with R. Williamson and email correspondence with B. Harrill (0.8); review and respond to email correspondence (0.3)	1.40	\$651.00

The Krystal Company

Page 5

Date	Init.	Description	Hours	Amount
4/16/2020	ARR	Email correspondence with T. Dworschak regarding cash collateral hearing	0.30	\$139.50
4/20/2020	JRW	Review weekly report from Alvarez and prepare for and participate in status call with lenders	0.60	\$312.00
4/24/2020	ARR	Review cash collateral order and email correspondence regarding same	0.30	\$139.50
4/27/2020	JRW	Conferences with Ms. Ray regarding cash collateral issues and hearing	0.50	\$260.00
	ARR	Conference with R. Williamson regarding cash collateral issues and hearing (0.5); email correspondence with J. Tibus regarding cash collateral budget (0.3)	0.80	\$372.00
4/28/2020	JRW	Review budget and conferences with Ms. Ray regarding same	0.70	\$364.00
	ARR	Draft proposed stipulation extending use of cash collateral (0.6); review budget and conference with R. Williamson (0.7); review draft cash collateral budget (0.4); conference with R. Williamson (0.4)	2.10	\$976.50
4/29/2020	MWL	Conference with R. Williamson regarding status	0.30	\$142.50
	JRW	Work on stipulated order and telephone conference with Mr. Edwards and Ms. Ray regarding same (1.1); conferences with Ms. Ray (0.8)	1.90	\$988.00
	ARR	Review and respond to email correspondence regarding cash collateral (1.1); circulate proposed stipulated order and email correspondence regarding same (0.5); follow up on cash collateral issues (0.3); conference with R. Williamson (0.8); draft notice of filing budget and prepare for filing (0.6); telephone conference with R. Dorsey; telephone conference with J. Edwards and R. Williamson; revise and circulate proposed order (0.6); revise stipulated order and email to chambers (0.4)	4.30	\$1,999.50
4/30/2020	JRW	Telephone conference with Ms. Ray and Ms. Borders regarding hearing (0.5); prepare for and participate in telephonic cash collateral hearing (0.6)	1.10	\$572.00
	ARR	Prepare for and participate in telephonic hearing regarding cash collateral and status conference and review asset purchase agreement (1.5); prepare and upload stipulation and budget (0.4)	1.90	\$883.50

SUBTOTAL:

[44.00 \$21,712.50]

The Krystal Company

Page 6

Date	Init.	Description	Hours	Amount
<u>Meetings/Comm w/Creditors</u>				
4/6/2020	JRW	Prepare for and participate in status call with lenders and professionals	0.30	\$156.00
4/7/2020	JRW	Conference call with Committee professionals, Mr. Tibus and Ms. Ray regarding secured lender issues	0.80	\$416.00
4/10/2020	JRW	Prepare for and participate in conference call with Committee professionals and Mr. Tibus regarding lien and NOL issues and review related documents	1.20	\$624.00
4/13/2020	JRW	Prepare for and participate in status call with lenders	0.50	\$260.00
SUBTOTAL:			[2.80]	\$1,456.00
<u>Other Motions/Applications</u>				
4/1/2020	ARR	Draft letter to agent regarding potential defects in security interests (0.8); draft and revise schedule of potential defects in lender's security interest (1.4)	2.20	\$1,023.00
4/2/2020	ARR	Draft and revise statement of potential defects in lender's interests and conference with R. Williamson regarding same (3.4); conference with R. Williamson (0.7); review asset analysis (1.2)	5.30	\$2,464.50
4/3/2020	ARR	Review documents and agreements, draft and revise statement of lender issues, and multiple conferences with R. Williamson	6.30	\$2,929.50
4/7/2020	ARR	Prepare for conference call with Committee professionals (0.6); conference with R. Williamson (0.5); conference call with S. Kulka, D. Laddin, C. Zucker, R. Williamson and J. Tibus regarding validity and extend of lender's liens (0.9)	2.00	\$930.00
4/20/2020	ARR	Review Committee's motion for standing	0.40	\$186.00
SUBTOTAL:			[16.20]	\$7,533.00
For Professional Services Rendered:			93.70	\$45,338.50

The Krystal Company

Page 7

Additional Charges :

	<u>Description</u>	<u>Amount</u>
Photocopies	Copy Charges (42 pp x \$0.15)	6.30
Postage	Postage	10.00
Pacer Service Center	Pacer Service Center Charge	21.60
Total Expenses:		\$37.90
Total amount of this bill		\$45,376.40

Timekeeper Summary

Name	Hours	Rate
Lisa F. Forster	2.10	160.00
Matthew W. Levin	2.70	475.00
J. Robert Williamson	43.30	520.00
Ashley Reynolds Ray	45.60	465.00

SCROGGINS & WILLIAMSON, P.C.

**4401 NORTHSIDE PARKWAY
SUITE 450
ATLANTA, GA 30327**

TAX I.D. No. 58-2082550

The Krystal Company

June 12, 2020

RE:

Fees and Expenses from		May 01, 2020	to	May 31, 2020
Date	Init. Description		Hours	Amount
PROFESSIONAL SERVICES				
Asset Disposition				
5/4/2020 ARR	Review amended credit bid		0.50	\$232.50
5/12/2020 ARR	Review draft amendment to asset purchase agreement; review NCR documents; telephone conference with J. Tibus; conference with R. Williamson; telephone conference with J. Edwards and R. Williamson		3.60	\$1,674.00
SUBTOTAL:			[4.10]	\$1,906.50]
Case Administration				
5/1/2020 ARR	Review and circulate fee statement (0.6); review and respond to email correspondence (0.4)		1.00	\$465.00
5/6/2020 JRW	Review purchase agreement documents and related email correspondence		0.70	\$364.00
5/7/2020 JRW	Review weekly reports and related email correspondence (0.4); review email correspondence and respond to same (0.3)		0.70	\$364.00
5/8/2020 JRW	Review documents and pleadings (0.4); review email correspondence and respond to same (0.3); conference with Ms. Ray (0.4)		1.10	\$572.00
5/11/2020 JRW	Review email correspondence and respond to same		0.80	\$416.00
5/12/2020 JRW	Review email correspondence and respond to same (1.1); conferences with Mr. Levin (0.4)		1.50	\$780.00
5/13/2020 JRW	Review email correspondence and respond to same		1.50	\$780.00

The Krystal Company

Page 2

Date	Init.	Description	Hours	Amount
5/13/2020	ARR	Review and respond to email correspondence	0.90	\$418.50
5/14/2020	JRW	Review email correspondence and respond to same (1.2); conferences with Ms. Ray (0.4)	1.60	\$832.00
	ARR	Conference with R. Williamson	0.40	\$186.00
5/15/2020	JRW	Review orders (0.5); review email correspondence and respond to same (0.5)	1.00	\$520.00
5/18/2020	JRW	Review email correspondence and respond to same	0.40	\$208.00
5/19/2020	JRW	Conference with Ms. Ray	0.20	\$104.00
	ARR	Review and respond to email correspondence	0.60	\$279.00
5/26/2020	JRW	Conference with Ms. Ray regarding status of pending matters	0.40	\$208.00
	ARR	Review and respond to email correspondence	0.20	\$93.00
5/27/2020	JRW	Review email correspondence and respond to same	0.30	\$156.00
5/28/2020	ARR	Review email correspondence	0.30	\$139.50
5/29/2020	JRW	Review email correspondence and respond to same	0.30	\$156.00
SUBTOTAL:			[13.90]	\$7,041.00]

Financing and Cash Collateral

5/7/2020	ARR	Review weekly report and review email correspondence	0.70	\$325.50
5/8/2020	ARR	Review and respond to email correspondence regarding cash collateral issues (0.6); conference with R. Williamson (0.4)	1.00	\$465.00
5/11/2020	JRW	Work on cash collateral order (2.5); conferences with Ms. Ray (0.5)	3.00	\$1,560.00
	ARR	Telephone conference with S. Borders regarding cash collateral and draft order regarding same; review and respond to email correspondence regarding same and conference with R. Williamson regarding same	2.10	\$976.50
5/12/2020	JRW	Draft and revise cash collateral order and telephone conferences with Ms. Ray regarding same (4.2); telephone conferences with Ms. Borders (0.8); telephone conference with Mr. Kulka (0.3); telephone conferences with Mr. Edwards (0.5); draft notice (0.4)	6.20	\$3,224.00
	MWL	Conference with R. Williamson regarding cash collateral notice (0.2); finalize notice of proposed order and file same (0.3)	0.50	\$237.50

The Krystal Company

Page 3

Date	Init.	Description	Hours	Amount
5/12/2020	ARR	Telephone conference with S. Borders and R. Williamson regarding cash collateral and sale issues and conference with R. Williamson	1.30	\$604.50
5/13/2020	JRW	Review pleadings and orders and prepare for and participate in hearing on sale motion, settlement motion, and cash collateral motion (2.8); telephone conferences with Ms. Borders (0.5); revise cash collateral order and email to counsel regarding same (1.4)	4.70	\$2,444.00
	ARR	Conference with R. Williamson regarding cash collateral issues (0.5); prepare for and participate in hearing on cash collateral, sale motion and settlement motion (1.6)	2.10	\$976.50
5/14/2020	JRW	Work on revisions to cash collateral order (0.8); telephone conferences with Mr. Kulka (0.4)	1.20	\$624.00
	ARR	Review and respond to email correspondence regarding cash collateral	0.70	\$325.50
5/15/2020	JRW	Draft stipulation	0.40	\$208.00
5/18/2020	JRW	Conference with Ms. Ray regarding cash collateral issues	0.40	\$208.00
	ARR	Conference with R. Williamson regarding cash collateral issues and revise proposed order (1.0); telephone conference with L. Fiorenza regarding US Foods attorney fees and email correspondence regarding same (0.5); email correspondence with J. Edwards regarding 506(c) language (0.5)	2.00	\$930.00
5/19/2020	ARR	Email correspondence regarding attorney fees for US Foods counsel (0.4); conference with R. Williamson (0.2); draft and revise final cash collateral order and proposed notice of order and email correspondence regarding same (1.3); work on cash collateral order and notice (0.7)	2.60	\$1,209.00
5/20/2020	ARR	Review and respond to email correspondence regarding cash collateral (0.4); revise notice and final order on cash collateral and prepare for filing (1.2)	1.60	\$744.00
5/29/2020	JRW	Conference with Ms. Ray regarding hearing	0.20	\$104.00
SUBTOTAL:			[30.70]	\$15,166.00]

Other Motions/Applications

5/21/2020	ARR	Participate in telephonic hearing on motion to extend deadline to assume or reject leases and substantial contribution motion	1.30	\$604.50
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The Krystal Company

Page 4

Date	Init.	Description	Hours	Amount
5/26/2020	ARR	Participate in telephonic hearing on Committee standing motion	0.30	\$139.50
SUBTOTAL:			[1.60	\$744.00]
For Professional Services Rendered:			50.30	\$24,857.50

Additional Charges :

Description		
Pacer Service Center	Pacer Service Center Charge	0.70
Total Expenses:		
\$0.70		
Total amount of this bill		
\$24,858.20		

Timekeeper Summary		
Name	Hours	Rate
Matthew W. Levin	0.50	475.00
J. Robert Williamson	26.60	520.00
Ashley Reynolds Ray	23.20	465.00

SCROGGINS & WILLIAMSON, P.C.

4401 NORTHSIDE PARKWAY

SUITE 450

ATLANTA, GA 30327

TAX I.D. No. 58-2082550

The Krystal Company

July 31, 2020

RE:

Fees and Expenses from	June 01, 2020	to	June 30, 2020
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PROFESSIONAL SERVICES

<u>Date</u>	<u>Init. Description</u>	<u>Hours</u>	<u>Amount</u>
<u>Case Administration</u>			
6/2/2020	JRW Telephone conference with Ms. Ray and Ms. Borders	0.40	\$208.00
6/3/2020	ARR Review and respond to email correspondence	0.40	\$186.00
6/8/2020	ARR Review email correspondence	0.20	\$93.00
6/29/2020	JRW Review pleadings (0.3); review email correspondence and respond to same (0.4)	0.70	\$364.00
 SUBTOTAL: [1.70 \$851.00]			

Employment and Fee Apps

6/12/2020	ARR Review and circulate fee statement	0.90	\$418.50
6/17/2020	ARR Participate in telephonic hearing on payment of professional fees	0.40	\$186.00
 SUBTOTAL: [1.30 \$604.50]			

Financing and Cash Collateral

6/1/2020	ARR Conference with R. Williamson regarding hearing	0.20	\$93.00
	JRW Conference with Ms. Ray regarding hearing	0.20	\$104.00
6/2/2020	ARR Telephone conference with S. Borders and J. Edwards regarding hearing (0.7); prepare for and participate in telephonic hearing on cash collateral and telephone conference with R. Williamson and S. Borders regarding same (1.4)	2.10	\$976.50
	JRW Prepare for and participate in hearing on cash collateral motion and conferences with Ms. Ray regarding same	1.00	\$520.00

The Krystal Company

Page 2

Date	Init.	Description	Hours	Amount
6/3/2020	ARR	Draft and revise cash collateral order and circulate for comment	0.70	\$325.50
6/4/2020	ARR	Email correspondence regarding cash collateral order and upload same	0.30	\$139.50
6/16/2020	ARR	Email correspondence with S. Borders regarding hearing	0.30	\$139.50
SUBTOTAL:			[4.80]	\$2,298.00]
<u>Meetings/Comm w/Creditors</u>				
6/29/2020	JRW	Telephone conference with counsel for lessor regarding lease status	0.30	\$156.00
SUBTOTAL:			[0.30]	\$156.00]
<u>For Professional Services Rendered:</u>			8.10	\$3,909.50
<u>Additional Charges :</u>				
<u>Description</u>				
Photocopies			Copy Charges (35 pp x \$0.15)	5.25
Postage			Postage	4.55
<u>Total Expenses:</u>				\$9.80
<u>Total amount of this bill</u>				\$3,919.30

Timekeeper Summary

Name	Hours	Rate
J. Robert Williamson	2.60	520.00
Ashley Reynolds Ray	5.50	465.00

EXHIBIT D-3

Detailed Time Entries/Invoices

**First and Final Application Period
January 19, 2020 Through July 31, 2020
Alvarez & Marsal**



Alvarez & Marsal North America, LLC.
3424 Peachtree Road , NE
Suite 1500
Atlanta, GA 30326
Tel: +1 404 260 4040

May 1, 2020

Reference Invoice #:
823167-CF

Office of the United States Trustee
75 Ted Turner Drive SW, Room 362
Atlanta, GA 30303

Invoice Reference #: 823167 - CF	\$	250,000.00
Fee Total	\$	250,000.00
Expenses	\$	-
	Total Amount Due	<u>\$ 250,000.00</u>

Wire / EFT / ACH Instructions:

Bank: J.P. Morgan Chase
ABA: 021000021
Swift:
Account Name: Alvarez & Marsal North America, LLC.
Account Number 789758026
Reference Number 823167-CF
Notification Email: treasury@alvarezandmarsal.com

Mail Instructions:

Alvarez & Marsal North America, LLC.
Attn: Liz Carrington
600 Madison Avenue
8th Floor
New York, NY 10022



Alvarez & Marsal North America, LLC.
3424 Peachtree Road, NE
Suite 1500
Atlanta, GA 30326
Tel: +1 404 260 4040

February 21, 2020

Reference Invoice #:
823167-7

Office of the United States Trustee
75 Ted Turner Drive SW, Room 362
Atlanta, GA 30303

Invoice Reference #: 823167 -7	\$	273,360.00
1/20/20 - 1/31/20		
Fee Total	\$	273,360.00
Expenses	\$	5,502.05
	Total Amount Due	<u><u>278,862.05</u></u>

Wire / EFT / ACH Instructions:

Bank: J.P. Morgan Chase
ABA: 021000021
Swift:
Account Name: Alvarez & Marsal North America, LLC.
Account Number 789758026
Reference Number 823167-7
Notification Email: treasury@alvarezandmarsal.com

Mail Instructions:

Alvarez & Marsal North America, LLC.
Attn: Liz Carrington
600 Madison Avenue
8th Floor
New York, NY 10022



Alvarez & Marsal North America, LLC.
3424 Peachtree Road , NE
Suite 1500
Atlanta, GA 30326
Tel: +1 404 260 4040

February 21, 2020

Reference Invoice #:
823167-7

Office of the United States Trustee
75 Ted Turner Drive SW, Room 362
Atlanta, GA 30303

Krystal

Invoice Reference #: 823167 -7				Hours Billed		Expenses	
Project	Employee		Rate	Hours-B	Fees Billed	Exps Billed	Total Billed
	Core Restructuring						
	Tibus, Jonathan		950	72.5	\$ 68,875.00	79.00	\$ 68,954.00
	Shenk, Michael		750	89.0	\$ 66,750.00	-	\$ 66,750.00
	Larem, Michael		725	3.0	\$ 2,175.00	-	\$ 2,175.00
	Simpson, Jonathan		575	97.9	\$ 56,292.50	-	\$ 56,292.50
	Total Core Restructuring			262.4	\$ 194,092.50	79.00	\$ 194,171.50
	Case Management						
	Esposito, Rob		675	64.1	\$ 43,267.50	1,999.86	\$ 45,267.36
	Potesta, Tyler		500	72.0	\$ 36,000.00	3,423.19	\$ 39,423.19
	Total Case Management			136.1	\$ 79,267.50	5,423.05	\$ 84,690.55
Total				398.5	\$ 273,360.00	5,502.05	\$ 278,862.05



Alvarez & Marsal North America, LLC.
3424 Peachtree Road , NE
Suite 1500
Atlanta, GA 30326
Tel: +1 404 260 4040

March 9, 2020

Reference Invoice #:
823167-8

Office of the United States Trustee
75 Ted Turner Drive SW, Room 362
Atlanta, GA 30303

Invoice Reference #: 823167 -8 2/1/20 - 2/29/20	\$	550,430.00
Fee Total	\$	550,430.00
Expenses	\$	9,274.93
	Total Amount Due	<u>\$ 559,704.93</u>

Wire / EFT / ACH Instructions:

Bank: J.P. Morgan Chase
ABA: 021000021
Swift:
Account Name: Alvarez & Marsal North America, LLC.
Account Number 789758026
Reference Number 823167-8
Notification Email: treasury@alvarezandmarsal.com

Mail Instructions:

Alvarez & Marsal North America, LLC.
Attn: Liz Carrington
600 Madison Avenue
8th Floor
New York, NY 10022



Alvarez & Marsal North America, LLC.
3424 Peachtree Road , NE
Suite 1500
Atlanta, GA 30326
Tel: +1 404 260 4040

March 9, 2020

Office of the United States Trustee
75 Ted Turner Drive SW, Room 362
Atlanta, GA 30303

Krystal

Reference Invoice #:
823167-8

Invoice Reference #: 823167 -8				Hours Billed		Expenses	
Project	Employee		Rate	Hours-B	Fees Billed	Exps Billed	Total Billed
	Core Restructuring						
	Tibus, Jonathan		950	126.0	\$ 119,700.00	54.29	\$ 119,754.29
	Shenk, Michael		750	150.1	\$ 112,575.00	61.70	\$ 112,636.70
	Simpson, Jonathan		575	208.9	\$ 120,117.50	-	\$ 120,117.50
	Total Core Restructuring			485.0	\$ 352,392.50	115.99	\$ 352,508.49
	Case Management						
	Esposito, Rob		675	158.5	\$ 106,987.50	4,606.81	\$ 111,594.31
	Potesta, Tyler		500	182.1	\$ 91,050.00	4,552.13	\$ 95,602.13
	Total Case Management			340.6	\$ 198,037.50	9,158.94	\$ 207,196.44
Total				825.6	\$ 550,430.00	9,274.93	\$ 559,704.93



Alvarez & Marsal North America, LLC.
3424 Peachtree Road , NE
Suite 1500
Atlanta, GA 30326
Tel: +1 404 260 4040

April 1, 2020

Reference Invoice #:
823167-9

Office of the United States Trustee
75 Ted Turner Drive SW, Room 362
Atlanta, GA 30303

Invoice Reference #: 823167 -9 3/1/20 -3/31/20	\$	374,475.00
Fee Total	\$	374,475.00
Expenses	\$	269.69
	Total Amount Due	<u>\$ 374,744.69</u>

Wire / EFT / ACH Instructions:

Bank: J.P. Morgan Chase
ABA: 021000021
Swift:
Account Name: Alvarez & Marsal North America, LLC.
Account Number 789758026
Reference Number 823167-9
Notification Email: treasury@alvarezandmarsal.com

Mail Instructions:

Alvarez & Marsal North America, LLC.
Attn: Liz Carrington
600 Madison Avenue
8th Floor
New York, NY 10022



Alvarez & Marsal North America, LLC.
3424 Peachtree Road , NE
Suite 1500
Atlanta, GA 30326
Tel: +1 404 260 4040

April 1, 2020

Reference Invoice #:
823167-9

Office of the United States Trustee
75 Ted Turner Drive SW, Room 362
Atlanta, GA 30303

Krystal

Invoice Reference #: 823167 -9				Hours Billed		Expenses	
Project	Employee		Rate	Hours-B	Fees Billed	Exps Billed	Total Billed
	Core Restructuring						
	Tibus, Jonathan		950	114.0	\$ 108,300.00	37.92	\$ 108,337.92
	Shenk, Michael		750	156.7	\$ 117,525.00	60.06	\$ 117,585.06
	Simpson, Jonathan		575	220.5	\$ 126,787.50	-	\$ 126,787.50
	Total Core Restructuring			491.2	\$ 352,612.50	97.98	\$ 352,710.48
	Case Management						
	Esposito, Rob		675	3.5	\$ 2,362.50	139.89	\$ 2,502.39
	Potesta, Tyler		500	39.0	\$ 19,500.00	31.82	\$ 19,531.82
	Total Case Management			42.5	\$ 21,862.50	171.71	\$ 22,034.21
Total				533.7	\$ 374,475.00	269.69	\$ 374,744.69



Alvarez & Marsal North America, LLC.
3424 Peachtree Road , NE
Suite 1500
Atlanta, GA 30326
Tel: +1 404 260 4040

May 1, 2020

Reference Invoice #:
823167-10

Office of the United States Trustee
75 Ted Turner Drive SW, Room 362
Atlanta, GA 30303

Invoice Reference #: 823167 -10 4/1/20 -4/30/20	\$	327,910.00
Fee Total	\$	<u>327,910.00</u>
Expenses	\$	233.49
	Total Amount Due	<u>\$ 328,143.49</u>

Wire / EFT / ACH Instructions:

Bank: J.P. Morgan Chase
ABA: 021000021
Swift:
Account Name: Alvarez & Marsal North America, LLC.
Account Number 789758026
Reference Number 823167-10
Notification Email: treasury@alvarezandmarsal.com

Mail Instructions:

Alvarez & Marsal North America, LLC.
Attn: Liz Carrington
600 Madison Avenue
8th Floor
New York, NY 10022



Alvarez & Marsal North America, LLC.
3424 Peachtree Road , NE
Suite 1500
Atlanta, GA 30326
Tel: +1 404 260 4040

May 1, 2020

Reference Invoice #:
823167-10

Office of the United States Trustee
75 Ted Turner Drive SW, Room 362
Atlanta, GA 30303

Krystal

Invoice Reference #: 823167 -10				Hours Billed		Expenses	
Project	Employee		Rate	Hours-B	Fees Billed	Exps Billed	Total Billed
	Core Restructuring						
	Tibus, Jonathan		950	69.0	\$ 65,550.00	174.15	\$ 65,724.15
	Shenk, Michael		750	164.0	\$ 123,000.00	47.87	\$ 123,047.87
	Simpson, Jonathan		575	224.7	\$ 129,202.50	-	\$ 129,202.50
	Total Core Restructuring			457.7	\$ 317,752.50	222.02	\$ 317,974.52
	Case Management						
	Esposito, Rob		675	0.9	\$ 607.50	0.28	\$ 607.78
	Potesta, Tyler		500	19.1	\$ 9,550.00	11.19	\$ 9,561.19
	Total Case Management			20.0	\$ 10,157.50	11.47	\$ 10,168.97
Total				477.7	\$ 327,910.00	233.49	\$ 328,143.49



Alvarez & Marsal North America, LLC.
3424 Peachtree Road , NE
Suite 1500
Atlanta, GA 30326
Tel: +1 404 260 4040

June 1, 2020

Reference Invoice #:
823167-11

Office of the United States Trustee
75 Ted Turner Drive SW, Room 362
Atlanta, GA 30303

Invoice Reference #: 823167 -11 5/1/20 -5/31/20	\$	323,270.00
Fee Total	\$	<u>323,270.00</u>
Expenses	\$	758.24
	Total Amount Due	<u>\$ 324,028.24</u>

Wire / EFT / ACH Instructions:

Bank: J.P. Morgan Chase
ABA: 021000021
Swift:
Account Name: Alvarez & Marsal North America, LLC.
Account Number 789758026
Reference Number 823167-11
Notification Email: treasury@alvarezandmarsal.com

Mail Instructions:

Alvarez & Marsal North America, LLC.
Attn: Liz Carrington
600 Madison Avenue
8th Floor
New York, NY 10022



Alvarez & Marsal North America, LLC.
3424 Peachtree Road , NE
Suite 1500
Atlanta, GA 30326
Tel: +1 404 260 4040

June 1, 2020

Reference Invoice #:
823167-11

Office of the United States Trustee
75 Ted Turner Drive SW, Room 362
Atlanta, GA 30303

Krystal

Invoice Reference #: 823167-11				Hours Billed		Expenses	
Project	Employee		Rate	Hours-B	Fees Billed	Exps Billed	Total Billed
	Core Restructuring						
	Tibus, Jonathan		950	125.9	\$ 119,605.00	594.73	\$ 120,199.73
	Shenk, Michael		750	149.5	\$ 112,125.00	47.51	\$ 112,172.51
	Simpson, Jonathan		575	154.5	\$ 88,837.50	-	\$ 88,837.50
	Total Core Restructuring			429.9	\$ 320,567.50	642.24	\$ 321,209.74
	Case Management						
	Esposito, Rob		675	0.3	\$ 202.50	113.15	\$ 315.65
	Potesta, Tyler		500	5.0	\$ 2,500.00	2.85	\$ 2,502.85
	Total Case Management			5.3	\$ 2,702.50	116.00	\$ 2,818.50
Total				435.2	\$ 323,270.00	758.24	\$ 324,028.24



Alvarez & Marsal North America, LLC.
3424 Peachtree Road , NE
Suite 1500
Atlanta, GA 30326
Tel: +1 404 260 4040

July 6, 2020

Reference Invoice #:
823167-12

Office of the United States Trustee
75 Ted Turner Drive SW, Room 362
Atlanta, GA 30303

Invoice Reference #: 823167 -12	\$	95,297.50
6/1/20 - 6/30/20		
Fee Total	\$	95,297.50
Expenses	\$	143.34
	Total Amount Due	<u>\$ 95,440.84</u>

Wire / EFT / ACH Instructions:

Bank: J.P. Morgan Chase
ABA: 021000021
Swift:
Account Name: Alvarez & Marsal North America, LLC.
Account Number 789758026
Reference Number 823167-12
Notification Email: treasury@alvarezandmarsal.com

Mail Instructions:

Alvarez & Marsal North America, LLC.
Attn: Liz Carrington
600 Madison Avenue
8th Floor
New York, NY 10022



Alvarez & Marsal North America, LLC.
3424 Peachtree Road , NE
Suite 1500
Atlanta, GA 30326
Tel: +1 404 260 4040

July 6, 2020

Reference Invoice #:
823167-12

Office of the United States Trustee
75 Ted Turner Drive SW, Room 362
Atlanta, GA 30303

Krystal

Invoice Reference #: 823167-12				Hours Billed		Expenses	
Project	Employee		Rate	Hours-B	Fees Billed	Exps Billed	Total Billed
	Core Restructuring						
	Tibus, Jonathan		950	25.5	\$ 24,225.00	129.76	\$ 24,354.76
	Shenk, Michael		750	47.0	\$ 35,250.00	13.58	\$ 35,263.58
	Simpson, Jonathan		575	62.3	\$ 35,822.50	-	\$ 35,822.50
	Total Core Restructuring			134.8	\$ 95,297.50	143.34	\$ 95,440.84
Total				134.8	\$ 95,297.50	143.34	\$ 95,440.84



Alvarez & Marsal North America, LLC.
3424 Peachtree Road , NE
Suite 1500
Atlanta, GA 30326
Tel: +1 404 260 4040

August 3, 2020

Reference Invoice #:
823167-13

Office of the United States Trustee
75 Ted Turner Drive SW, Room 362
Atlanta, GA 30303

Invoice Reference #: 823167 -13 7/1/20 - 7/31/20	\$	53,527.50
Fee Total	\$	53,527.50
Expenses	\$	133.16
	Total Amount Due	<u>\$ 53,660.66</u>

Wire / EFT / ACH Instructions:

Bank: J.P. Morgan Chase
ABA: 021000021
Swift:
Account Name: Alvarez & Marsal North America, LLC.
Account Number 789758026
Reference Number 823167-13
Notification Email: treasury@alvarezandmarsal.com

Mail Instructions:

Alvarez & Marsal North America, LLC.
Attn: Liz Carrington
600 Madison Avenue
8th Floor
New York, NY 10022



Alvarez & Marsal North America, LLC.

3424 Peachtree Road , NE

Suite 1500

Atlanta, GA 30326

Tel: +1 404 260 4040

August 3, 2020

Reference Invoice #:

823167-13

Office of the United States Trustee
75 Ted Turner Drive SW, Room 362
Atlanta, GA 30303

Krystal

Invoice Reference #: 823167-13				Hours Billed		Expenses	
Project	Employee		Rate	Hours-B	Fees Billed	Exps Billed	Total Billed
	Core Restructuring						
	Tibus, Jonathan		950	15.7	\$ 14,915.00	117.13	\$ 15,032.13
	Shenk, Michael		750	35.0	\$ 26,250.00	16.03	\$ 26,266.03
	Simpson, Jonathan		575	21.5	\$ 12,362.50	-	\$ 12,362.50
	Total Core Restructuring			72.2	\$ 53,527.50	133.16	\$ 53,660.66
Total				72.2	\$ 53,527.50	133.16	\$ 53,660.66

EXHIBIT D-4

Detailed Time Entries/Invoices

**First and Final Application Period
January 19, 2020 Through July 31, 2020
Piper Sandler & Co.**

Piper Sandler Krystal Bankruptcy Hour Tracking		Title	January	February	March	April	May	Total
Teri Stratton		Managing Director	52.5	92.0	133.0	111.0	23.0	411.5
Jean Hosty		Managing Director	40.0	57.5	70.3	121.5	12.0	301.3
Isaac Oberlin		Analyst	33.0	27.5	39.5	22.0	0.0	122.0
Gino Demonte		Analyst	31.0	12.5	30.5	30.5	6.5	111.0
Alex Thorson		Analyst	0.0	0.0	0.0	8.5	3.0	11.5
Total			156.5	189.5	273.3	293.5	44.5	957.3

EXHIBIT D-5

Detailed Time Entries/Invoices

**First and Final Application Period
January 19, 2020 Through July 31, 2020
Kelley Drye & Warren LLP**

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Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

March 17, 2020
Invoice No. 2785655

027768 Krystal Company Committee
0001 Case Administration

Account Summary and Remittance Form

Legal Services:	\$13,847.50
Less 10% Discount:	(\$1,384.75)
Total Fees Due:	\$12,462.75
Disbursements and Other Charges:	\$111.48
Total Amount Due:	<u>\$12,574.23</u>

Terms: Payment Due on or Before April 16, 2020

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PAYMENT BY WIRE OR ACH IS PREFERRED:

BANK: JP MORGAN CHASE, N.A.

ABA #: 021-000-021

SWIFT CODE: CHASUS33

ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #: 135-046110

PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER

AS PAYMENT REFERENCE

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP

ATTN: TREASURER'S DEPARTMENT

101 PARK AVENUE

NEW YORK, NEW YORK 10178

(212) 808-7800

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AFFILIATE OFFICE:
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Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

March 17, 2020

Invoice No. 2785655

Client 027768
Matter 0001 Case Administration

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/12/20	Initial strategy conference with J. Carr, M. McLoughlin and K. Hines (all KDW) regarding immediate tasks (.3); preliminary conference with S. Kulka (AG) regarding case and immediate actions (.2).	JRA	0.50	\$364.50
02/12/20	Initial strategy conference with J. Adams, M. McLoughlin and K. Hines (all of KDW) regarding immediate action tasks.	JSC	0.30	256.50
02/12/20	Strategy and next steps conference with J. Carr, J. Adams, and M. McLoughlin (all of KDW) (.3); calls with M. McLoughlin (KDW) regarding next steps (.3).	KGH	0.60	280.80
02/12/20	Meet with J. Carr, J. Adams, and K. Hines (all KDW) to discuss strategy and next steps (.3); calls with K. Hines (KDW) to discuss NOA, contact sheet, bylaws (.3).	MJM	0.60	421.20
02/13/20	Emails with M. McLoughlin (KDW) regarding case task list, upcoming deadlines (.2); read Tibus declaration (.3) and FTI presentation materials (.4) for case background and strategy; emails to J. Carr (KDW) and C. Zucker (FTI) regarding case status, next steps (.2).	ERW	1.10	925.65

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Krystal Company Committee
Client 027768
Matter 0001
March 17, 2020
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/13/20	Strategy conference with J. Adams, M. McLoughlin and K. Hines (all KDW) to discuss immediate task.	JSC	0.30	256.50
02/13/20	Instruction to M. Vicinanza (KDW) regarding preparing case contact sheet (.2); review status of case after third day hearing for impact (.3); conference with M. Vicinanza (KDW) regarding revisions to initial case contact sheet (.3); revise committee contact sheet (1.3); conference with M. McLoughlin (KDW) regarding case strategy and various next steps (.3); draft bylaws (.5).	KGH	2.90	1,357.20
02/13/20	Confer with K. Hines regarding contact list and bylaws (.3); review, comment on same (.3); review docket for pleadings not entered on a final basis (.3); emails with E. Wilson (KDW) regarding case background, relevant pleadings (.3); draft task list (.4).	MJM	1.60	1,123.20
02/13/20	Prepare contact sheet.	MMV	1.10	301.95
02/14/20	Emails with K. Hines (KDW) regarding local rules, expenses (.2); emails with M. McLoughlin (KDW) regarding case status (.2).	ERW	0.40	336.60
02/14/20	Email additional names to K. Hines (KDW) for the main contact sheet (.2); provide tasks to be accomplished to K. Hines (KDW) for the task list (.1); conference with M. McLoughlin (KDW) regarding the immediate tasks that need to be accomplished and determining the most efficient way to address these tasks (.4).	JSC	0.70	598.50

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Krystal Company Committee
Client 027768
Matter 0001
March 17, 2020
Page 3

Date	Description	Tkpr	Hours	Amount
02/14/20	Meet with J. Carr (KDW) to discuss committee call, upcoming deadlines (.4); emails with E. Wilson (KDW) regarding investment banker, case status (.2); review updated contact sheet (.2) and additional information sent by D. Laddin (AG) (.2).	MJM	1.00	702.00
02/14/20	Update to committee attendance sheet.	MMV	0.30	82.35
02/16/20	Emails (.2) and calls (.3) with M. McLoughlin (KDW) regarding extension of upcoming deadlines; emails to J. Carr (KDW) regarding case status, call to discuss (.2).	ERW	0.70	589.05
02/16/20	Emails with E. Wilson (KDW) regarding upcoming objection deadlines (.2); call with E. Wilson (KDW) to discuss case status, next steps (.3).	MJM	0.50	351.00
02/17/20	Confer with M. McLoughlin and J. Adams (both of KDW) regarding case status, next steps.	ERW	0.60	504.90
02/17/20	Prepare for (.3) and participate in a conference call with E. Wilson and M. McLoughlin (both of KDW) to discuss the tasks that need immediate attention (.6).	JSC	0.90	769.50
02/17/20	Emails with M. McLoughlin (KDW) regarding drafting expense reimbursement form, updated contact sheet, and committee attendance list (.3); draft expense reimbursement form (.2); outline case next steps (.2).	KGH	0.70	327.60
02/17/20	Call with J. Carr and E. Wilson (both KDW) to discuss case strategy and next steps. (.6) calls	MJM	0.80	561.60

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Krystal Company Committee
Client 027768
Matter 0001
March 17, 2020
Page 4

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	with K. Hines (KDW) regarding same. (.2)			
02/18/20	Further revise contact sheet to include additional contact details (.2); email to M. Vicinanza with instruction to set up distribution lists (.2); revise initial task list to include complete tasks, including case contact sheet, expense reimbursement form (.2).	KGH	0.60	280.80
02/18/20	Update contact sheet (.1) and attendance sheet (.1).	MJM	0.20	140.40
02/19/20	End of day call with M. McLoughlin (KDW) regarding case status.	ERW	0.20	168.30
02/19/20	Update task list (.3); confer with KDW team regarding same (.2).	MJM	0.50	351.00
02/19/20	Prepare email and instructions to IT for setting up group emails.	MMV	0.20	54.90
02/21/20	Emails with S. Kulka (AG) regarding 341a meeting coverage.	ERW	0.20	168.30
02/24/20	Follow up emails with T. Huang (KDW) regarding setting up committee distribution email (.2); draft critical dates chart (.9); revise task list to include tasks regarding same (.4); revise contact sheet (.2).	KGH	1.70	795.60
02/25/20	Email from S. Kulka (AG) regarding tomorrow's 341(a), transfers (.1); briefly review transfers (.2).	ERW	0.30	252.45
02/27/20	Review proposed case management order for impact.	KGH	0.30	140.40

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Krystal Company Committee
Client 027768
Matter 0001
March 17, 2020
Page 5

Total Original Fees for this Matter:	\$13,847.50
Less 10% Discount:	(\$1,384.75)
Total Fees Due:	\$12,462.75

Other Charges:

Duplication	\$22.90
Telephone	44.00
Binding	9.98
Lexis Research	34.60
Total Other Charges for this Matter:	111.48
Total this Invoice	\$12,574.23

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Krystal Company Committee
Client 027768
Matter 0001
March 17, 2020
Page 6

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	3.50	841.50	\$2,945.25
JRA	Adams, Jason	0.50	729.00	364.50
JSC	Carr, James S	2.20	855.00	1,881.00
KGH	Hines, Kayci	6.80	468.00	3,182.40
MJM	McLoughlin, Maeghan J	5.20	702.00	3,650.40
MMV	Vicinanza, Marie M	1.60	274.50	439.20

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP
ATTN: TREASURER'S DEPARTMENT
101 PARK AVENUE
NEW YORK, NEW YORK 10178
(212) 808-7800

PAYMENT BY WIRE:

JP MORGAN CHASE, N.A.
ABA #:021-000-021
SWIFT CODE: CHASUS33
ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
PLEASE INDICATE CLIENT, MATTER AND
INVOICE NUMBER AS PAYMENT REFERENCE

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c/o James Carr
101 Park Avenue
New York, NY 10128

March 17, 2020
Invoice No. 2785657

027768 Krystal Company Committee
0002 Pleadings Review

Account Summary and Remittance Form

Legal Services:	\$1,612.00
Less 10% Discount:	(\$161.20)
Total Fees Due:	\$1,450.80
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$1,450.80</u>

Terms: Payment Due on or Before April 16, 2020

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BANK: JP MORGAN CHASE, N.A.

ABA #: 021-000-021

SWIFT CODE: CHASUS33

ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #: 135-046110

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101 Park Avenue
New York, NY 10128

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Invoice No. 2785657

Client 027768
Matter 0002 Pleadings Review

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/12/20	Review and comment on lease rejection order (.3); PACA order (.3); utilities order (.3); taxes order (.2); 503(b)(9) order (.6); call with J. Dutson (KS) regarding 503(b)(9) form (.1).	MJM	1.80	\$1,263.60
02/13/20	Review pleadings, including entry of various third day orders for impact.	KGH	0.40	187.20

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Krystal Company Committee
Client 027768
Matter 0002
March 17, 2020
Page 2

Total Original Fees for this Matter:	\$1,612.00
Less 10% Discount:	\$161.20
Total Fees Due:	\$1,450.80
Total For This Matter:	\$1,450.80
Total this Invoice	\$1,450.80

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Client 027768
Matter 0002
March 17, 2020
Page 3

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
KGH	Hines, Kayci	0.40	468.00	\$187.20
MJM	McLoughlin, Maeghan J	1.80	702.00	1,263.60

PAYMENT BY CHECK:

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NEW YORK, NEW YORK 10178
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ABA #:021-000-021
SWIFT CODE: CHASUS33
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ACCOUNT #:135-046110
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Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

March 17, 2020
Invoice No. 2785656

027768 Krystal Company Committee
0003 Retention Matters (Applications & Objections)

Account Summary and Remittance Form

Legal Services:	\$20,637.50
Less 10% Discount:	(\$2,063.75)
Total Fees Due:	\$18,573.75
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$18,573.75</u>

Terms: Payment Due on or Before April 16, 2020

Please Return This Page With Your Payment

PAYMENT BY WIRE OR ACH IS PREFERRED:

BANK: JP MORGAN CHASE, N.A.

ABA #: 021-000-021

SWIFT CODE: CHASUS33

ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #: 135-046110

PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER

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c/o James Carr
101 Park Avenue
New York, NY 10128

March 17, 2020

Invoice No. 2785656

Client 027768
Matter 0003 Retention Matters (Applications & Objections)

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/12/20	Telephone call with D. Laddin of Arnall Golden regarding acting as local counsel for the committee (.3); emails to and from Province regarding interviewing for the role of financial advisor (.3); telephone call with Province regarding same (.4); emails to and from Glass Ratner regarding same (.5); emails to and from FTI regarding same (.4); telephone call with FTI regarding same (.4); prepare a form email and circulate materials for the presentations (.6).	JSC	2.90	\$2,479.50
02/13/20	Emails with J. Carr (KDW), D. Laddin and S. Kulka (both of AG) regarding retentions, applicable deadlines (.2); emails with M. McLoughlin (KDW) regarding conflicts report (.2).	ERW	0.40	336.60
02/13/20	Conference (.2) and email correspondence (.2) with J. Carr (KDW) regarding debtors' retention applications, timing for objections, and issues relating to analysis of same.	JRA	0.40	291.60
02/13/20	Email to J. Dutson (KS), debtors' counsel, regarding disclosure requirements (.1) email to	JSC	0.90	769.50

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Krystal Company Committee
Client 027768
Matter 0003
March 17, 2020
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	committee professionals regarding same (.1); telephone call with D. Laddin (AG), local counsel to the committee, regarding reviewing the retention applications for the debtors' professionals (.3); confer (.2) and emails (.2) with J. Adams (KDW) regarding same.			
02/13/20	Conference (.6) and email to (.2) with J. Carr (KDW) regarding Wells Fargo conflicts request for KDW retention application; review Wells Fargo conflicts request (.2); review negative notice procedures for filing requirements (.2).	KGH	1.20	561.60
02/13/20	Emails with D. Laddin (AG) regarding debtor retention applications.	MJM	0.20	140.40
02/14/20	Emails to J. Carr (KDW) regarding UST connections, debtor FA and director conflicts.	ERW	0.40	336.60
02/14/20	Emails to and from J. Dutson (KS), debtors' counsel, regarding disclosure requirements (.1); emails to and from the US Trustee regarding same (.1).	JSC	0.20	171.00
02/14/20	Review local rules regarding expense reimbursement (.5); email summary to E. Wilson and M. McLoughlin (both of KDW) regarding same (.3); emails with J. Carr and M. McLoughlin (both of KDW) regarding retention application disclosures and retention application (.4).	KGH	1.20	561.60
02/17/20	Email from S. Kulka (AG) regarding retention	ERW	0.40	336.60

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Krystal Company Committee
Client 027768
Matter 0003
March 17, 2020
Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	application (.1); review form application (.2); forward to K. Hines (KDW) with instruction (.1).			
02/18/20	Review local rules for deadline to file retention application (.4); conference with M. McLoughlin (KDW) regarding status of same (.2).	KGH	0.60	280.80
02/19/20	Emails with K. Hines (KDW) regarding nunc pro tunc retention, conflicts.	ERW	0.20	168.30
02/19/20	Phone conference with S. Kulka (AG) regarding retention application local rules and timeline for filing KDW retention application (.2); draft conflicts list (.2); emails with S. Kulka and D. Laddin (both of AG) regarding conflicts list for same (.4); email to E. Wilson (KDW) regarding conflicts and timeline for filing retention application (.4); phone conference with M. McLoughlin (KDW) regarding timing and requirements for filing retention application (.2).	KGH	1.40	655.20
02/19/20	Conference with K. Hines (KDW) regarding timing and requirements for filing retention application.	MJM	0.20	140.40
02/20/20	Email from S. Kulka (AG) regarding complex case procedures (.1); review same (.2); conference call (.5) and emails (.2) with S. Kulka and D. Laddin (both of AG) regarding debtor retention review, case status; emails	ERW	1.30	1,093.95

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Krystal Company Committee
Client 027768
Matter 0003
March 17, 2020
Page 4

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	with K. Hines (KDW) regarding retention application, conflicts (.3).			
02/20/20	Draft and revise conflicts list (1.3); multiple conferences and emails with conflicts department regarding same and conferences with conflicts (1.5); conference with M. McLoughlin (KDW) regarding same (.2); emails with E. Wilson, J. Carr, and M. McLoughlin (all of KDW) regarding conflicts list (.4); emails to S. Kulka (AG) and M. Kuan (2x) (FTI) regarding same (.4); review disclosure required for Wells Fargo in connection with same (.3).	KGH	4.10	1,918.80
02/20/20	Review conflicts list (.2) and email with K. Hines (KDW) (.1) regarding adverse parties.	MJM	0.30	210.60
02/21/20	Review conflicts report in preparation for drafting retention application (.3); email to J. Carr, E. Wilson, and M. McLoughlin (all of KDW) regarding details of same (.2).	KGH	0.50	234.00
02/23/20	Preliminary review of conflicts report.	MJM	0.30	210.60
02/24/20	Review D. Laddin (AG) analysis of debtor professional retentions (.3); emails with D. Laddin (AG) regarding same, next steps (.3); emails with D. Laddin (AG) and M. McLoughlin (KDW) regarding status of retention applications (.2); emails with K. Hines (KDW) and C. Zucker (FTI) regarding retention status (.2).	ERW	1.00	841.50

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Krystal Company Committee
Client 027768
Matter 0003
March 17, 2020
Page 5

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/24/20	Emails with E. Wilson and K. Hines (both of KDW) and D. Laddin (AG) regarding filing of retention applications.	MJM	0.20	140.40
02/25/20	Emails with D. Laddin (AG) regarding K&S preference liability and A&M success fee (.2); review committee preservation of rights regarding A&M compensation fee (.2); emails with D. Laddin and S. Kulka (both of AG) regarding same (.2).	ERW	0.60	504.90
02/25/20	Emails with S. Ivanova (KDW) regarding percentage of revenue for certain clients for use KDW retention application (.3); draft KDW retention application (3.8); email to M.McLoughlin for review and comment with comments regarding same (.2).	KGH	4.30	2,012.40
02/26/20	Finish drafting KDW retention application, including conflicts disclosures (1.0); emails with M.McLoughlin regarding same (.2); phone conference and emails with S.Kulka and D.Laddin (AG) regarding necessity of budget and staffing plan (.4).	KGH	1.60	748.80
02/27/20	Emails with J. Carr, K. Hines, M. McLoughlin (all of KDW), D. Laddin (AG) regarding retentions, pro hacis (.3); briefly review KDW retention application (.2), pro hacis (.1); emails with S. Kulka (AG) regarding side letter with K&S reserving rights (.2); review side letter (.2); email from S. Kulka (AG) regarding	ERW	1.10	925.65

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Krystal Company Committee
Client 027768
Matter 0003
March 17, 2020
Page 6

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/27/20	resolution of Piper objection (.1) Conference with M.McLoughlin (.3); regarding comments to KDW retention application (.2); review of retention application (.3); email to J. Carr and E. Wilson (both of KDW) for review (.2).	KGH	1.00	468.00
02/27/20	Further revise retention application (.4); confer with K. Hines (KDW) regarding same (.1).	MJM	0.50	351.00
02/28/20	Emails with J. Carr and K. Hines (both of KDW) and S. Kulka (AG) regarding retention status, pro hac (.2); emails with M. McLoughlin and M. Vicinanza (both of KDW) regarding pro hac applications (.2).	ERW	0.40	336.60
02/28/20	Prepare retention application for filing (.3); emails with K. Carson with KDW and FTI retention applications for approval and signature (.3); prepare KDW retention application for filing including attachments thereto (.3); emails with S. Kulka (AG) (.2) and J. Carr, and M. McLoughlin (both of KDW) (.2) regarding timing for filing same.	KGH	1.30	608.40
02/28/20	Call with S. Kulka (AG) regarding timing/filing of retention applications (.2); revise pro hac applications (.3); emails with E. Wilson (KDW) regarding same (.2).	MJM	0.70	491.40
02/28/20	Prepare pro hac application (.6); emails with local counsel regarding procedures and filing	MMV	0.90	247.05

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Krystal Company Committee
Client 027768
Matter 0003
March 17, 2020
Page 7

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	(.3).			

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Krystal Company Committee
Client 027768
Matter 0003
March 17, 2020
Page 8

Total Original Fees for this Matter:	\$20,637.50
Less 10% Discount:	\$2,063.75
Total Fees Due:	\$18,573.75
Total For This Matter:	\$18,573.75
Total this Invoice	\$18,573.75

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Krystal Company Committee
Client 027768
Matter 0003
March 17, 2020
Page 9

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	5.80	841.50	\$4,880.70
JRA	Adams, Jason	0.40	729.00	291.60
JSC	Carr, James S	4.00	855.00	3,420.00
KGH	Hines, Kayci	17.20	468.00	8,049.60
MJM	McLoughlin, Maeghan J	2.40	702.00	1,684.80
MMV	Vicinanza, Marie M	0.90	274.50	247.05

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(212) 808-7800

PAYMENT BY WIRE:

JP MORGAN CHASE, N.A.
ABA #:021-000-021
SWIFT CODE: CHASUS33
ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
PLEASE INDICATE CLIENT, MATTER AND
INVOICE NUMBER AS PAYMENT REFERENCE

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Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

March 17, 2020
Invoice No. 2785658

027768 Krystal Company Committee
0004 Fee Matters (Applications & Objections)

Account Summary and Remittance Form

Legal Services:	\$2,033.00
Less 10% Discount:	(\$203.30)
Total Fees Due:	\$1,829.70
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$1,829.70

Terms: Payment Due on or Before April 16, 2020

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March 17, 2020

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Client 027768
Matter 0004 Fee Matters (Applications & Objections)

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/14/20	Emails with and M.McLoughlin (KDW) regarding disclosures fee guidelines (.2); review local rules regarding same (.4).	KGH	0.60	\$280.80
02/20/20	Emails with S. Kulka (AG) regarding fee statements.	ERW	0.20	168.30
02/20/20	Emails with D. Laddin (AG) regarding monthly fee statements (.2); review interim comp procedures in complex case procedures (.3); email with K. Hines (KDW) regarding same (.1).	MJM	0.60	421.20
02/24/20	Review local rules regarding fee procedures (.2); calendar objection deadlines for interim fee applications (.2).	KGH	0.40	187.20
02/26/20	Review retention application (.8); emails with D. Laddin and S. Kulka (both AG) regarding UST guidelines (.3).	MJM	1.10	772.20

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Client 027768
Matter 0004
March 17, 2020
Page 2

Total Original Fees for this Matter:	\$2,033.00
Less 10% Discount:	\$203.30
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Client 027768
Matter 0004
March 17, 2020
Page 3

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	0.20	841.50	\$168.30
KGH	Hines, Kayci	1.00	468.00	468.00
MJM	McLoughlin, Maeghan J	1.70	702.00	1,193.40

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101 Park Avenue
New York, NY 10128

March 17, 2020
Invoice No. 2785659

027768 Krystal Company Committee
0005 Financing and Cash Collateral

Account Summary and Remittance Form

Legal Services:	\$62,985.50
Less 10% Discount:	(\$6,298.55)
Total Fees Due:	\$56,686.95
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$56,686.95

Terms: Payment Due on or Before April 16, 2020

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BANK: JP MORGAN CHASE, N.A.

ABA #: 021-000-021

SWIFT CODE: CHASUS33

ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #: 135-046110

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March 17, 2020

Invoice No. 2785659

Client 027768
Matter 0005 Financing and Cash Collateral

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/12/20	Review revised interim cash collateral order to identify any potential objectionable issues prior to tomorrow's hearing (.4); review US Foods vendor support interim order (.2) and proposed revisions to same from debtors (.2).	JRA	0.80	\$583.20
02/12/20	Conference and emails with M. Reining (KDW) regarding landlord issues with cash collateral.	KGH	0.40	187.20
02/12/20	Review updated US Foods vendor support order.	MJM	0.30	210.60
02/13/20	Begin review cash collateral motion (.3) and Wells Fargo objection (.3); review and analyze second interim budget (.3); email to M. McLoughlin (KDW) regarding basis for objection (.3); read U.S. Foods vendor motion (.4).	ERW	1.60	1,346.40
02/13/20	Introduction call with J. Feldsher (ML) regarding case background and path forward.	JRA	0.50	364.50
02/13/20	Follow up conference with J. Carr and J. Adams (both KDW) regarding discussions with lenders.	MJM	0.20	140.40
02/17/20	Email from M. McLoughlin (KDW) regarding	ERW	1.10	925.65

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Krystal Company Committee
Client 027768
Matter 0005
March 17, 2020
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	U.S. Foods order (.1); review final order approving vendor agreement (.3); review second cash collateral order (.5); emails with J. Carr (KDW) and V. Golistra (PM) regarding cash reporting, budget projections (.2).			
02/18/20	Emails with S. Borders (KS) regarding DIP order (.1) and M. Elliot, Agonne (.2); initial review of financing order (.5); email from S. Borders (KS) regarding final cash collateral order (.1), DIP term sheet (.1); initial review same (.8); emails with M. McLoughlin (KDW) and S. Borders (KS) regarding DIP status, hearing and budget (.2).	ERW	2.00	1,683.00
02/18/20	Emails with S. Borders (KS) regarding proposed cash collateral order, DIP term sheet, DIP order (.2); initial review of DIP term sheet (.5) and DIP order (.7).	MJM	1.40	982.80
02/19/20	Outline issues with cash collateral order (.3) and U.S. Foods program (.3); emails with S. Borders (KDW) regarding DIP status (.2); review and comment on proposed cash collateral order (1.1); emails with S. Border (KDW) and M. McLoughlin (KDW) regarding same (.3); review and analyze latest proposed budget (.6); emails with M. Kuan (FTI) regarding same (.2); confer with M. McLoughlin (KDW) regarding same (.2); emails with S. Borders (KS) and J. Feldsher	ERW	3.70	3,113.55

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Client 027768
Matter 0005
March 17, 2020
Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/19/20	(ML) regarding WFB loan documents (.2); emails with M. McLoughlin (KDW) and C. Liu (ML) regarding loan file (.2); instruction to M. McLoughlin (KDW) regarding same (.1) Review (1.9) and comment on (.6) cash collateral order; confer with E. Wilson regarding terms of same (.2); initial review of financing documents (.3); emails with C. Liu (ML) regarding same (.1).	MJM	3.10	2,176.20
02/20/20	Review of WF liens, including review of Vucksich declaration and analysis of same (.5); review of first day declaration and analysis of same (.6); review of WF loan and security documents and analysis of same (2.3); confer with M. McLoughlin (KDW) regarding lien review (.2).	BDF	3.60	2,575.80
02/20/20	Emails to M. McLoughlin (KDW) regarding local precedent on stub rent 503b9 (.2); emails with M. Kuan (FTI) regarding budget detail (.3); review and analyze detail (.5); confer with M. McLoughlin (KDW) regarding disposition of call with Morgan Lewis (.2); further emails with J. Feldsher (ML) regarding financing, status call (.2); conference call with M. McLoughlin (KDW) and C. Zucker (FTI) regarding cash collateral, budget (.3); emails with M. McLoughlin and J. Carr (both of KDW) regarding lien review (.2); emails with	ERW	2.10	1,767.15

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Krystal Company Committee
Client 027768
Matter 0005
March 17, 2020
Page 4

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	J. Feldsher (ML) regarding loan file, call to discuss (.2).			
02/20/20	Calls with C. Liu (ML) (.4) and S. Kulka (AG) (.3) regarding status of DIP financing and timing for hearing on same; send E. Wilson (KDW) update of conversations (.2); review complex case procedures on cash collateral requirements (.3); call with E. Wilson (KDW) and C. Zucker (FTI) regarding cash collateral vs DIP (.3); mark up cash collateral order (1.3); begin draft of cash collateral objection (2.9); emails with C. Liu (ML) regarding credit documents (.1); confer with E. Wilson (KDW) regarding same (.2); confer with B. Feder (KDW) regarding lien review (.2).	MJM	6.20	4,352.40
02/21/20	Outline (1.3) and begin to draft (4.3) memo summarizing lien review analysis.	BDF	5.60	4,006.80
02/21/20	Confer with M. McLoughlin (KDW) regarding DIP, sales procedures (.2); conference call with M. McLoughlin (KDW) and S. Borders (KS) regarding status of financing (.5); conference call with C. Zucker (FTI), et al. regarding financing, sales procedures (.8); review M. McLoughlin (KDW) mark-up of cash collateral order (.5).	ERW	2.00	1,683.00
02/21/20	Call with E. Wilson regarding cash collateral objection (.2); call with E. Wilson (KDW) and S. Borders (KS) regarding DIP financing	MJM	2.60	1,825.20

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Krystal Company Committee
Client 027768
Matter 0005
March 17, 2020
Page 5

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	proposal (.5); follow up call with E. Wilson (KDW) and C. Zucker (FTI) regarding cash collateral budget and DIP budget (.8); continue draft of cash collateral objection (1.1).			
02/22/20	Review 11th circuit decisions on stub rent (.9); emails with E. Wilson (KDW) regarding same (.2); continue draft of cash collateral objection (.9).	MJM	2.00	1,404.00
02/23/20	Conference with M. McLoughlin (KDW) regarding open tasks for week in light of potential DIP financing.	KGH	0.20	93.60
02/23/20	Continue to review 11th circuit decisions on 503(b)(9) claims (.6); continue draft of cash collateral objection (1.2); draft preliminary statement for same (1.4); confer with K. Hines (KDW) regarding same (.2).	MJM	3.40	2,386.80
02/24/20	Continue draft memo summarizing lien review analysis.	BDF	2.60	1,860.30
02/24/20	Call with M. McLoughlin (KDW), C. Liu and J. Feldsher (both of ML) regarding financing (1.0); emails to M. McLoughlin (KDW) regarding financing objection, stub rent and DIP term sheet (.4); initial review and comment on cash collateral objection (.9).	ERW	2.30	1,935.45
02/24/20	Call with E. Wilson (KDW), J. Feldsher (ML) and C. Liu (ML) regarding DIP financing proposal (1.0); follow up conference with E.	MJM	3.10	2,176.20

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Client 027768
Matter 0005
March 17, 2020
Page 6

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	Wilson (KDW) regarding same (.2); revise cash collateral objection (1.9).			
02/25/20	Continue draft memo regarding lien review analysis.	BDF	0.40	286.20
02/25/20	Review and comment on revised cash collateral objection (.8); conferences (2x) with M. McLoughlin (KDW) regarding same (.3); instruction to M. McLoughlin (KDW) regarding FTI analysis of U.S. Foods financing (.1).	ERW	1.20	1,009.80
02/25/20	Incorporate E. Wilson (KDW) comments to cash collateral objection (1.4); check citations (.6); incorporate additional arguments (.7); conferences (2x) with E. Wilson (KDW) regarding same (.3).	MJM	3.00	2,106.00
02/26/20	Continue review DIP term sheet (.6); review various iterations of cash collateral objection (1.6); confer and emails with S. Kulka (AG) (.4) and M. McLoughlin (KDW) (.4) regarding same.	ERW	3.00	2,524.50
02/26/20	Calls (multiple) with E. Wilson (KDW) to discuss cash collateral objection (.4); incorporate E. Wilson (KDW) comments to cash collateral objection (1.4); research local precedent on administrative solvency and liens on avoidance actions (1.9); calls, emails with S. Kulka (AG) regarding additional revisions to objection (.3) and incorporate S. Kulka's	MJM	4.70	3,299.40

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Client 027768
Matter 0005
March 17, 2020
Page 7

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/27/20	(AG) changes into the objection (.7). Continue draft memo regarding lien review analysis.	BDF	1.20	858.60
02/27/20	Final revisions to cash collateral objection prior to filing (.5); emails with M. McLoughlin (KDW), P. Rosenblatt (KT), C. Zucker (FTI) and D. Laddin (AG) regarding same (.8); read Manis Lumber decision (.3), select sections of Atlantis transcript (.3); emails with M. McLoughlin (KDW), S. Borders (KS), and S. Willet (ML) regarding financing status, budget (.8); emails with C. Liu (ML) regarding declaration (.1) review same (.3); calls with M. McLoughlin (KDW) (.3) and C. Zucker (FTI) (.3) regarding settlement.	ERW	3.70	3,113.55
02/27/20	Prepare exhibits to DIP objection for filing.	KGH	0.70	327.60
02/27/20	Incorporate (.6) additional comments from and call (.6) with E. Wilson (KDW); research case law on timing/payment of 503(b)(9) claims (.8); update law on investigation budget (.4), administrative solvency (.3) and liens on avoidance actions (.4); finalize objection (.9); confer with K. Hines (KDW) regarding exhibits (.2); calls (multiple) with S. Kulka (AG) regarding objection, timing for filing same (.3).	MJM	4.50	3,159.00
02/28/20	Continue draft memo summarizing lien	BDF	2.40	1,717.20

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Client 027768
Matter 0005
March 17, 2020
Page 8

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/28/20	review. Emails with S. Willet (ML), R. Williamson (SW) regarding cash collateral, budget.	ERW	0.60	504.90

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Matter 0005
March 17, 2020
Page 9

Total Original Fees for this Matter:	\$62,985.50
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Matter 0005
March 17, 2020
Page 10

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
BDF	Feder, Benjamin D	15.80	715.50	\$11,304.90
ERW	Wilson, Eric	23.30	841.50	19,606.95
JRA	Adams, Jason	1.30	729.00	947.70
KGH	Hines, Kayci	1.30	468.00	608.40
MJM	McLoughlin, Maeghan J	34.50	702.00	24,219.00

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Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

March 17, 2020
Invoice No. 2785660

027768 Krystal Company Committee
0006 Asset Analysis, Recovery and Disposition

Account Summary and Remittance Form

Legal Services:	\$29,483.50
Less 10% Discount:	(\$2,948.35)
Total Fees Due:	\$26,535.15
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$26,535.15

Terms: Payment Due on or Before April 16, 2020

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PAYMENT BY WIRE OR ACH IS PREFERRED:

BANK: JP MORGAN CHASE, N.A.

ABA #: 021-000-021

SWIFT CODE: CHASUS33

ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #: 135-046110

PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER

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KELLEY DRYE & WARREN LLP

ATTN: TREASURER'S DEPARTMENT

101 PARK AVENUE

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101 Park Avenue
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March 17, 2020

Invoice No. 2785660

Client 027768
Matter 0006 Asset Analysis, Recovery and Disposition

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/12/20	Preliminary review of bid procedures motion (.3) and K. Hines (KDW) summary of critical dates (.1).	JRA	0.40	\$291.60
02/12/20	Initial review of bid procedures.	KGH	0.20	93.60
02/12/20	Preliminary review of the bid procedures order (.4); review K. Hines sale timeline summary (.2) and revise summary (.3).	MJM	0.90	631.80
02/13/20	Begin read bid procedures (.4); review proposed procedures (.3).	ERW	0.70	589.05
02/13/20	Review analysis of the sale procedures motion and proposed timeline to conduct an auction.	JSC	0.30	256.50
02/14/20	Met with M. McLoughlin (KDW) regarding bid procedures.	KGH	0.20	93.60
02/14/20	Meet with K. Hines (KDW) to discuss bid procedures (.2); begin review of same (.3).	MJM	0.50	351.00
02/15/20	Review bid procedures motion (.6); bid procedures (.9); and bid procedures order (.8); draft issues list (1.1).	MJM	3.40	2,386.80
02/17/20	Review bid procedures motion (.4), bidding procedures (1.2), and proposed order approving same for objectionable issues (.5).	KGH	2.10	982.80
02/18/20	Continue review and analysis of proposed bid	ERW	0.90	757.35

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Krystal Company Committee
Client 027768
Matter 0006
March 17, 2020
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	procedures (.4); emails from S. Borders (KS) regarding form APA (.1); review same (.3); forward to M. McLoughlin (KDW) with instruction (.1).			
02/18/20	Emails with M. McLoughlin (KDW) regarding bid procedures motion (.4); email to debtors counsel, J. Dutson, S. Borders, and L. Shermohammed (all of KS) regarding word version of bid procedures (.2); review FTI bid procedures analysis (.2); begin drafting comments to bid procedures order (1.5).	KGH	2.30	1,076.40
02/18/20	Review CIM.	MJM	0.30	210.60
02/19/20	Outline issues with bid procedures (.3); emails with S. Borders (KS) regarding CIM for sale (.2); emails with M. Duedall (BC) regarding sale (.2).	ERW	0.70	589.05
02/19/20	Draft comments to bid procedures proposed order (1.7); conference with M. McLoughlin (KDW) regarding same (.2).	KGH	1.90	889.20
02/19/20	Revise bid procedures (1.4) and bid procedures order (1.1); emails with E. Wilson (KDW) and K. Hines (KDW) regarding changes to same (.3).	MJM	2.80	1,965.60
02/20/20	Emails with M. McLoughlin (KDW) regarding revised bid procedures (.2); review revised procedures; review revised bid procedures order (.3); continue review revised bid procedures (.3); conference call with M.	ERW	1.40	1,178.10

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Krystal Company Committee
Client 027768
Matter 0006
March 17, 2020
Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/20/20	McLoughlin (KDW) and S. Borders (KS) regarding same (.5); follow-up call with M. McLoughlin (KDW) regarding same (.1). Conference with M. McLoughlin (KDW) regarding status of debtors incorporating committee bid procedures comments.	KGH	0.20	93.60
02/20/20	Emails with S. Borders and J. Dutson (both KS) regarding bid procedures (.2); confer with K. Hines (KDW) regarding same (.2); call with S. Borders (KS) and E. Wilson (KDW) to discuss bid procedures and bid procedures order (.5); follow up call with E. Wilson (KDW) to discuss accepted changes (.1).	MJM	1.00	702.00
02/24/20	Confer with M. McLoughlin (KDW) regarding status of bid procedures, financing (.6); conference call with M. McLoughlin (KDW), J. Feldsher and C. Liu (both of ML) regarding financing (.6); follow-up call with M. McLoughlin (KDW) regarding next steps (.2); emails with K. Hines (KDW) regarding credit bid issues, Nuo Therapeutics (.2); review Nuo transcript (.3); emails with M. McLoughlin (KDW) and S. Borders (KS) regarding bid procedures, extension (.2); emails with M. McLoughlin (KDW) and J. Feldsher (ML) regarding same (.3); update from M. McLoughlin (KDW) regarding disposition of call, credit bid (.1).	ERW	2.50	2,103.75

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March 17, 2020
Page 4

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/24/20	Review status of resolving bid procedures issues.	KGH	0.20	93.60
02/24/20	Call with E. Wilson (KDW) to discuss case status, upcoming deadlines (.3); emails with S. Borders (KS) regarding bid procedures (.2); call with E. Wilson (KDW) and J. Feldsher (ML) regarding bid procedures (.6); follow up calls (.2) and emails (.2) with E. Wilson (KDW) regarding bid timeline.	MJM	1.50	1,053.00
02/25/20	Emails from C. Liu (ML) regarding revised bid procedures (.1); review same revised by company (.2) and lenders (.3); confer with M. McLoughlin (KDW) regarding same (.2); emails with M. McLoughlin (KDW) and S. Borders (KS) regarding same (.2); emails with M. McLoughlin (KDW) regarding status of bid dates (.1); review M. McLoughlin (KDW) analysis of same (.2).	ERW	1.30	1,093.95
02/25/20	Review lenders comments to bid procedures (.4) and emails with E. Wilson (KDW) and S. Borders (KS) on debtors comment to same (.2); review Piper presentation on sale process (.2); further revise bid procedures (.7); emails with T. Atkinson (UB) regarding bid procedures (.2); confer with E. Wilson (KDW) regarding procedures (.2).	MJM	1.90	1,333.80
02/26/20	Review and analysis of revised bid procedures (.4); confer with M. McLoughlin (KDW)	ERW	1.30	1,093.95

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March 17, 2020
Page 5

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	regarding same (.3); emails with M. McLoughlin (KDW), T. Atkinson (UB) and S. Borders (KS) regarding further revisions to bid procedures (.2); emails with T. Atkinson (UB), M. McLoughlin (KDW) and C. Liu (ML) regarding status of bid procedures (.2); review lender revisions (.2).			
02/26/20	Review status of resolving bid procedures issues and outstanding issues in advance of tomorrow's objection deadline.	KGH	0.30	140.40
02/26/20	Calls (multiple) with E. Wilson (KDW) to discuss bid procedures revisions (.3); update bid procedures order (.2) and emails with S. Borders (KS) regarding same (.2); further emails with T. Atkinson (UB) and C. Liu (ML) regarding revised procedures (.2).	MJM	0.90	631.80
02/27/20	Further emails with M. McLoughlin (KDW), T. Atkinson (UB), J. Feldsher (ML), S. Borders (KS) regarding revised bidding procedures, call to discuss extension of objection deadline and open items (.8); review and analyze revised bid procedures (.4); review and comment on draft bid procedures objection (.2).	ERW	1.40	1,178.10
02/27/20	Outline remaining issues with bid procedures (.3) and order (.3); emails with E. Wilson regarding same (.3); prepare for call with debtors and lenders regarding same (.2); draft	MJM	3.20	2,246.40

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Client 027768
Matter 0006
March 17, 2020
Page 6

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/28/20	bid procedures objection (2.1). Further emails with M. McLoughlin (KDW), H. Uricchio (PBG), J. Feldsher (ML) and S. Borders (KS) regarding bid procedures, adequate protection and objection (.6); call (.2) and emails (.2) with M. McLoughlin (KDW) regarding revised timeline; review further revised procedures (.3).	ERW	1.30	1,093.95
02/28/20	Call with S. Borders (KS) regarding bid procedures (.4); draft updated sale timeline (.3); email E. Wilson (KDW) update (.2); call with E. Wilson regarding revised timeline (.2); call with S. Borders (KS) and J. Feldsher (ML) regarding bid procedures and order (.5); further update bid procedures timeline (.3).	MJM	1.90	1,333.80

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Page 7

Total Original Fees for this Matter:	\$29,483.50
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Total Fees Due:	\$26,535.15
Total For This Matter:	\$26,535.15
Total this Invoice	\$26,535.15

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Page 8

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	11.50	841.50	\$9,677.25
JRA	Adams, Jason	0.40	729.00	291.60
JSC	Carr, James S	0.30	855.00	256.50
KGH	Hines, Kayci	7.40	468.00	3,463.20
MJM	McLoughlin, Maeghan J	18.30	702.00	12,846.60

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KELLEY DRYE & WARREN LLP
ATTN: TREASURER'S DEPARTMENT
101 PARK AVENUE
NEW YORK, NEW YORK 10178
(212) 808-7800

PAYMENT BY WIRE:

JP MORGAN CHASE, N.A.
ABA #:021-000-021
SWIFT CODE: CHASUS33
ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
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101 Park Avenue
New York, NY 10128

March 17, 2020
Invoice No. 2785661

027768 Krystal Company Committee
0007 Executory Contracts and Leases

Account Summary and Remittance Form

Legal Services:	\$2,589.00
Less 10% Discount:	(\$258.90)
Total Fees Due:	\$2,330.10
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$2,330.10</u>

Terms: Payment Due on or Before April 16, 2020

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ACCOUNT #: 135-046110

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Invoice No. 2785661

Client 027768
Matter 0007 Executory Contracts and Leases

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/12/20	Review revised proposed language for lease rejection order.	JRA	0.20	\$145.80
02/13/20	Review 4 separate drafts of rejection orders from debtors following today's hearing (.3); prepare revised language for same (.2); email correspondence with J. Carr (KDW) (.1) and L. Shermohammed (KS) regarding comments (.2).	JRA	0.80	583.20
02/13/20	Brief review of the 4 proposed lease rejection orders (.6); provide comments to J. Adams (KDW) regarding abandonment of equipment and retention of jurisdiction to resolve 365(h) sub-tenant issues (.2).	JSC	0.80	684.00
02/18/20	Review updated rejection language (.2) and emails with L. Shermohammed (KS) regarding same (.1).	MJM	0.30	210.60
02/24/20	Review motion to compel assumption/rejection of lease (.2); email M. McLoughlin and E. Wilson (both of KDW) with summary of same (.2).	KGH	0.40	187.20
02/24/20	Review 182 Emmerson's motion to compel assumption/rejection.	MJM	0.20	140.40

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Client 027768
Matter 0007
March 17, 2020
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/25/20	Review K. Hines (KDW) analysis of 182 Emerson motion to compel.	ERW	0.20	168.30
02/26/20	Review rejection notice (.2) and confer with D. Katsionis (KDW) (.1) regarding same.	MJM	0.30	210.60

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Matter 0007
March 17, 2020
Page 3

Total Original Fees for this Matter:	\$2,589.00
Less 10% Discount:	\$258.90
Total Fees Due:	\$2,330.10
Total For This Matter:	\$2,330.10
Total this Invoice	\$2,330.10

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Matter 0007
March 17, 2020
Page 4

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	0.20	841.50	\$168.30
JRA	Adams, Jason	1.00	729.00	729.00
JSC	Carr, James S	0.80	855.00	684.00
KGH	Hines, Kayci	0.40	468.00	187.20
MJM	McLoughlin, Maeghan J	0.80	702.00	561.60

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c/o James Carr
101 Park Avenue
New York, NY 10128

March 17, 2020
Invoice No. 2785662

027768 Krystal Company Committee
0009 Claims Administration, Analysis & Objection

Account Summary and Remittance Form

Legal Services:	\$6,903.50
Less 10% Discount:	(\$690.35)
Total Fees Due:	\$6,213.15
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$6,213.15</u>

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March 17, 2020

Invoice No. 2785662

Client 027768
Matter 0009 Claims Administration, Analysis & Objection

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/12/20	Review debtors' motion (.3) and proposed order (.2) to establish 503(b)(9) claims bar date and reconciliation procedures; review lender comments to same (.1); instruction to M. McLoughlin (KDW) regarding same (.1).	JRA	0.70	\$510.30
02/17/20	Emails to M. McLoughlin (KDW) and J. Dutson (KS) regarding 503b9 claim form.	ERW	0.10	84.15
02/18/20	Emails with M. McLoughlin (KDW) and B. Baker (KS) regarding bar date motion (.1); initial review of same (.2); forward to M. McLoughlin (KDW) with instruction (.1); emails with M. McLoughlin and K. Hines (both of KDW) regarding 503b9 claim form (.2).	ERW	0.60	504.90
02/18/20	Review draft bar date motion for initial impact (.5); review optimal administrative expense claim form (.6); email to M. McLoughlin (KDW) with draft administrative expense proof of claim form for providing comments to debtors (.2).	KGH	1.30	608.40
02/18/20	Emails with B. Baker (KS) regarding bar date motion (.1); follow up emails with K. Hines	MJM	0.70	491.40

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Krystal Company Committee
Client 027768
Matter 0009
March 17, 2020
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	(KDW) regarding same (.1); review potential 503(b)(9) claim forms (.3) and emails with E. Wilson (KDW) J. Dutson (KS) regarding updated form and additional comments to 503(b)(9) order (.2).			
02/19/20	Emails with S. Kulka (AG) regarding stub rent and 503b9 claims (.2); review S. Kulka (AG) analysis of local precedent CTI acquisitions (.3).	ERW	0.50	420.75
02/20/20	Emails with M. McLoughlin (KDW) and B. Baker (KS) regarding bar date motion (.1); instruction to M. McLoughlin (KDW) regarding same (.1).	ERW	0.20	168.30
02/21/20	Review bar date motion (.4), schedules (.3), statements (.5); draft email to committee regarding impact (.5); conference with M. McLoughlin (KDW) regarding same (.2).	KGH	1.90	889.20
02/21/20	Review filed bar date motion (.3) and revise K. Hines (KDW) summary of same (.2); confer with K. Hines (KDW) regarding same (.2).	MJM	0.70	491.40
02/24/20	Continue review bar date motion (.4); draft comments to same (.4); email to M. McLoughlin (KDW) for review and further comment (.2); calendar objection deadline and hearing date review docket for bar date motion (.2).	KGH	1.20	561.60
02/25/20	Emails to M. McLoughlin (KDW) and J.	ERW	0.20	168.30

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Page 3

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02/26/20	Dutson (KS) regarding 503b9 order. Review revised 503b9 claim form (.1); forward to M. McLoughlin (KDW) with instruction (.1).	ERW	0.20	168.30
02/27/20	Emails with M. McLoughlin (KDW) and L. Shermohammed (KS) regarding revised 503b9 order.	ERW	0.20	168.30
02/27/20	Review revised 503(b)(9) order (.2) and claim form (.2); emails with K. Shermohammed (KS) (.1) regarding same.	MJM	0.50	351.00
02/28/20	Emails with M. McLoughlin and K. Hines (both of KDW) regarding review of schedules (.2); email from M. Kuan (FTI) regarding unpaid taxes (.1).	ERW	0.30	252.45
02/28/20	Review schedules for committee member impact (.4); email summary of same to E. Wilson and M. McLoughlin (both of KDW) for use in committee email (.4).	KGH	0.80	374.40

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March 17, 2020
Page 4

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Page 5

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	2.30	841.50	\$1,935.45
JRA	Adams, Jason	0.70	729.00	510.30
KGH	Hines, Kayci	5.20	468.00	2,433.60
MJM	McLoughlin, Maeghan J	1.90	702.00	1,333.80

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ACCOUNT NAME:KELLEY DRYE & WARREN LLP
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Invoice No. 2785663

027768 Krystal Company Committee
0011 Committee and Creditor Communications

Account Summary and Remittance Form

Legal Services:	\$39,133.50
Less 10% Discount:	(\$3,913.35)
Total Fees Due:	\$35,220.15
Disbursements and Other Charges:	\$0.00

Total Amount Due: **\$35,220.15**

Terms: Payment Due on or Before April 16, 2020

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BANK: JP MORGAN CHASE, N.A.

ABA #: 021-000-021

SWIFT CODE: CHASUS33

ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #: 135-046110

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Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

March 17, 2020

Invoice No. 2785663

Client 027768
Matter 0011 Committee and Creditor Communications

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/12/20	Participate with J. Carr (KDW) on initial UCC call following selection as counsel (.4); organize follow up call for FA interviews (.3); prepare email update report on initial discussions with debtors (.3).	JRA	1.00	\$729.00
02/12/20	Initial email to the committee (.2); initial committee meeting (.4); emails to and from P. Rosenblatt, counsel to committee member Flowers Foods regarding initial administrative issues and potential financial advisors to interview (.2); telephone call with T. Meyers, counsel to committee member Flowers Foods regarding same (.2); emails to and from committee member M. Strollo of PBGC regarding same (.1); emails to and from T. Atkinson, counsel to committee member NCR regarding same (.1); telephone call with committee member K. Carson of Realty Income regarding same (.2); emails to and from committee member A. Matthews of Charles Tombras Advertising (.1); emails to and from committee member M. Rogers of	JSC	2.20	1,881.00

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Krystal Company Committee
Client 027768
Matter 0011
March 17, 2020
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	NCR regarding same (.1); emails to and from committee member C. Marshall of Coca Cola (.1); emails to and from R. Lemisch, counsel to committee member SLM Waste (.2); follow-up email to the committee regarding potential financial advisors to interview (.3).			
02/12/20	Initial case preparations, including coordinations of interviews of financial advisors (1.1), which included various communications with committee members (1.2) regarding same; conference with M.McLoughlin (KDW) regarding preparing bylaws (.1).	KGH	2.40	1,123.20
02/13/20	Emails with K. Hines (KDW) regarding bylaws and contacts (.2); review bylaws (.3), contact sheet (.2); Emails with T. Meyers (KT) regarding case contacts (.1).	ERW	0.80	673.20
02/13/20	Prepare email update to committee regarding today's hearing and sale procedures motion.	JRA	0.40	291.60
02/13/20	Revise email to the committee regarding the results of the court hearing and the sale procedures motion (.2); respond to the email of committee member K. Carson of Realty Income (.1); respond to the email of M. Duedall, counsel to committee member Charles Tombras Advertising (.1); emails to the financial advisors making a presentation to the committee today (.4); telephone call with	JSC	3.30	2,821.50

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Krystal Company Committee
Client 027768
Matter 0011
March 17, 2020
Page 3

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	FTI regarding the presentations (.3); telephone call with Glass Ratner regarding same (.2); preside over the committee meeting (.4); interview financial advisors with the committee members (.8); deliberations/selection of a financial advisor for the committee (.4); emails to/from the financial advisors regarding the committee's selection of a financial advisor (.4).			
02/13/20	Email to J. Carr and E. Wilson (both of KDW) with bylaws for review.	KGH	0.20	93.60
02/14/20	Further emails with J. Carr and K. Hines (both of KDW) and D. Laddin (AG) regarding bylaws, case contacts and next committee meeting (.3); review revised contact sheet (.1).	ERW	0.40	336.60
02/14/20	Review and comment on email to client regarding interim cash collateral order and payment of rent.	JDR	0.70	371.70
02/14/20	Telephone call with P. Rosenblatt, counsel to committee member Flowers Foods.	JSC	0.20	171.00
02/14/20	Emails with E. Wilson (KDW) regarding bylaws (.3); emails and conference with M. McLoughlin (KDW) regarding same (.2).	KGH	0.50	234.00
02/16/20	Emails with N. Gold (CAB/DTIQ) regarding committee formation, next steps (.2); emails with B. Mitteldorf, N. Gold (both of CAB) regarding committee appointment, DTIQ claim (.2); emails with S. Simms and M.	ERW	0.70	589.05

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Krystal Company Committee
Client 027768
Matter 0011
March 17, 2020
Page 4

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	Zucker (both of FTI) and M. McLoughlin (KDW) regarding materials for Wednesday's call (.3).			
02/16/20	Outline to do items in advance of Wednesday's committee call.	KGH	0.20	93.60
02/16/20	Follow up emails regarding weekly committee call.	MJM	0.20	140.40
02/17/20	Emails with P. Rosenblatt (KB) (.1), C. Marshall (Coca-Cola) (.1), K. Carson (Realty) (.1) and H. Uricchio (PBG) (.1) regarding case status.	ERW	0.40	336.60
02/17/20	Email to committee member M. Rogers of NCR and his counsel, T. Atkinson to schedule an initial call (.1); telephone call with committee member M. Rogers of NCR regarding NCR's interests and goals (.3); emails to/from committee members H. Uricchio and M. Strollo of PBGC to schedule an initial call (.2); emails to/from committee member A. Matthews of Charles Tombras Advertising and her counsel, M. Duedall regarding same (.1); telephone call with committee member K. Carson of Realty Income regarding the remaining Realty Income locations (.3).	JSC	1.00	855.00
02/17/20	Emails with K. Hines (KDW) regarding contact sheet, attendance list (.2); review same (.1); draft talking points for 12-19 committee	MJM	1.90	1,333.80

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Krystal Company Committee
Client 027768
Matter 0011
March 17, 2020
Page 5

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/18/20	call (1.6). Conference call with J. Carr (KDW) and K. Carson (Realty) regarding case status, sale process (.3); telephone call with C. Zucker (FTI) regarding tomorrow's call (.3); review and revise talking points preparatory to tomorrow's call (.8); confer with M. McLoughlin (KDW) (.3) regarding same; conference call with J. Carr (KDW) and C. Marshall (Coca-Cola) regarding case status, tomorrow's call (.4); conference call with J. Carr (KDW) and M. Strollo (PBCG), et al. regarding case status, tomorrow's call (.3); conference call with P. Rosenblatt (KL) and C. Tucker (FTI) regarding case status tomorrow's call (.4); emails with K. Carson (Realty) regarding store closures (.2); review agenda for tomorrow's call (.1); instruction to M. McLoughlin (KDW) regarding same (.1); review FTI (.3) and Piper (.3) materials preparatory to tomorrow's call (.6).	ERW	4.40	3,702.60
02/18/20	Participate, along with E. Wilson (KDW), in a conference call with committee members H. Uricchio and M. Strollo of PBGC regarding PBGC's interests and goals in the bankruptcy case (.3); participate, along with E. Wilson (KDW), in a follow-up call with committee member K. Carson of Realty Income regarding	JSC	1.30	1,111.50

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Client 027768
Matter 0011
March 17, 2020
Page 6

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	Realty Income's interests and goals in the bankruptcy case (.3); participate, along with E. Wilson (KDW), in a conference call with committee member C. Marshall of Coca-Cola regarding Coca-Cola's interests and goals in the bankruptcy case (.4); email to committee member A. Matthews of Charles Tombras Advertising regarding scheduling a call (.1); follow-up call with T. Atkinson, counsel to committee member NCR regarding case issues (.2).			
02/18/20	Emails (.2) and confer (.3) with E. Wilson (KDW) regarding agenda for UCC call; follow up emails with M. Kuan (FTI) regarding same (.2); revise talking points (.4).	MJM	1.10	772.20
02/19/20	Prepare for (.3) and conduct (.8) today's committee call; follow-up calls with M. McLoughlin (.2) and J. Carr (.2) (both of KDW) regarding next steps; emails with H. Uricchio (PBGC) and S. Borders (KS) regarding confidentiality (.2); emails with N. Gold (CAB) regarding creditor DTIQ status (.2).	ERW	1.90	1,598.85
02/19/20	Prepare for the committee call (.4); participate, along with E. Wilson and M. McLoughlin (both of KDW), in the committee call (.8); telephone call with M. Duedall, counsel to committee member Charles Tombras	JSC	1.50	1,282.50

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Krystal Company Committee
Client 027768
Matter 0011
March 17, 2020
Page 7

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	Advertising regarding Charles Tombras Advertising's claims and the debtors' advertising budget (.3).			
02/19/20	Instruction to M. Vicinanza (KDW) regarding setting up committee distribution list.	KGH	0.20	93.60
02/19/20	Prepare for (.2) and participate in committee call (.8); emails with M. Duedall (BC) and C. Marshall (Coca-Cola) regarding contact sheet (.2); follow up conference with E. Wilson (KDW) regarding next steps (.2).	MJM	1.40	982.80
02/20/20	Telephone calls (2x) (.3) and emails (.2) with W. Hannah (PBGC) regarding confidentiality provisions; emails with S. Borders (KS) regarding same (.3); update from J. Carr (KDW) regarding disposition of call with Charles Tombras (.1); review form bylaws regarding PBGC confidentiality request (.3); further emails with S. Borders (KS) and H. Urrichio (PBGC) regarding bylaws, confidentiality (.2).	ERW	1.40	1,178.10
02/20/20	Telephone call with committee member A. Matthews of Charles Tombras Advertising and her counsel, M. Duedall (BC) regarding case issues.	JSC	0.30	256.50
02/21/20	Further emails with M. McLoughlin (KDW) and H. Uricchio (PBGC) regarding bylaws.	ERW	0.30	252.45
02/21/20	Revise bylaws with PBGC updates (.2) ; emails with H. Uricchio (PBGC) regarding	MJM	1.30	912.60

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Matter 0011
March 17, 2020
Page 8

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	updated bylaws (.2); draft committee update on financing and bid procedures negotiations (.9).			
02/24/20	Review and comment on committee update and agenda for tomorrow's call (.4); instruction to M. McLoughlin (KDW) regarding same (.2); emails with M. McLoughlin (KDW), C. Cromer (Flocorp) and K. Carson (Realty) regarding execution of retention application (.2).	ERW	0.80	673.20
02/24/20	Revise, send committee update (.3); emails with K. Carson (RIC) and C. Cromer (FF) regarding retention applications (.2); draft talking points (1.1) and proposed agenda (.2).	MJM	1.80	1,263.60
02/25/20	Further emails with M. McLoughlin (KDW) and D. Laddin (AG) regarding agenda for tomorrow's call (.2); review revised agenda (.1); emails with M. McLoughlin (KDW) regarding talking points for tomorrow's call (.2); review and revise talking points (.5); emails from M. Kuan (FTI) regarding presentation materials for tomorrow's call (.1); review Piper (.3) and FTI materials (.4) preparatory to call; further emails with M. McLoughlin (KDW) and D. Laddin (AG) regarding agenda for tomorrow's call (.2); review revised agenda (.1); instruction to M. McLoughlin (KDW) regarding same (.1);	ERW	3.30	2,776.95

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Krystal Company Committee
Client 027768
Matter 0011
March 17, 2020
Page 9

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	emails with M. McLoughlin (KDW) and C. Zucker (FTI) regarding disposition of meetings with company (.2); conference call with M. McLoughlin (KDW) and C. Zucker (FTI) regarding same, next steps (.7); follow-up with M. McLoughlin (KDW) regarding same (.2).			
02/25/20	Update agenda (.1) and emails with FTI team (.1) and AGG team (.1) on same; revise talking points for committee call (.8); call with E. Wilson (KDW), C. Zucker and M. Kuan (both FTI) to prepare for committee call (.7) and follow up conference with E. Wilson regarding same (.2); emails with E. Wilson and C. Zucker (FTI) regarding FTI meeting with company (.2); email committee regarding committee call (.2).	MJM	2.40	1,684.80
02/26/20	Prepare for call (.3) and call (.6) with UCC; follow-up call with M. McLoughlin (KDW) and C. Zucker (FTI), et al. regarding next steps (.3); review and comment on update to committee (.2); emails with C. Zucker (FTI), M. McLoughlin (KDW) and K. Carson (RI) regarding update tax obligations (.3).	ERW	1.70	1,430.55
02/26/20	Prepare for (.2) and participate in committee call (.6); follow up with E. Wilson (KDW) and C. Zucker (FTI) (.3); call with T. Atkinson (Ulmer) regarding bid procedures order (.2);	MJM	1.70	1,193.40

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Client 027768
Matter 0011
March 17, 2020
Page 10

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	draft committee update regarding cash collateral objection (.4).			
02/27/20	Further emails with M. McLoughlin (KDW), M. Kuan (FTI), J. Feldsher (ML) and K. Carson (RI) regarding prepaid tax obligations.	ERW	0.40	336.60
02/27/20	Call with K. Carson (RI) regarding tax obligations (.1); follow up call with C. Zucker (FTI) (.1); call with P. Rosenblatt (Kilpatrick) regarding cash collateral objection (.2); emails with T. Atkinson (Ulmer) regarding adequate assurance issues (.1); call with P. Rosenblatt (Kilpatrick) regarding 503(b)(9) claims (.1).	MJM	0.60	421.20
02/28/20	Review and comment on committee update (.1); instruction to M. McLoughlin (KDW) regarding same (.;1).	ERW	0.20	168.30
02/28/20	Emails with C. Ganz (BS) regarding bid procedures (.2); emails with H. Urrichio (PBG) regarding additional language (.1) and review same (.1); emails with T. Atkinson (Ulmer) regarding updated sale order (.2); draft committee update on sale process and cash collateral (.9).	MJM	1.50	1,053.00

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March 17, 2020
Page 11

Total Original Fees for this Matter:	\$39,133.50
Less 10% Discount:	\$3,913.35
Total Fees Due:	\$35,220.15
Total For This Matter:	\$35,220.15
Total this Invoice	\$35,220.15

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Matter 0011
March 17, 2020
Page 12

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	16.70	841.50	\$14,053.05
JDR	Raviele, Jennifer D	0.70	531.00	371.70
JRA	Adams, Jason	1.40	729.00	1,020.60
JSC	Carr, James S	9.80	855.00	8,379.00
KGH	Hines, Kayci	3.50	468.00	1,638.00
MJM	McLoughlin, Maeghan J	13.90	702.00	9,757.80

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March 17, 2020
Invoice No. 2785664

027768 Krystal Company Committee
0012 Business Operations

Account Summary and Remittance Form

Legal Services:	\$7,865.50
Less 10% Discount:	(\$786.55)
Total Fees Due:	\$7,078.95
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$7,078.95</u>

Terms: Payment Due on or Before April 16, 2020

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ABA #: 021-000-021

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Client 027768
Matter 0012 Business Operations

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/12/20	Review proposed language changes to order regarding utilities and PACA payments from M. McLoughlin (KDW) (.2) and circulate to debtors for review (.1).	JRA	0.30	\$218.70
02/13/20	Review the first weekly cash report.	JSC	0.20	171.00
02/14/20	Emails with C. Zucker (FTI) regarding case status, call to discuss (.2); emails with M. McLoughlin (KDW) regarding investment bankers (.2).	ERW	0.40	336.60
02/17/20	Conference call with C. Zucker, et al. (FTI) and M. McLoughlin (KDW) regarding case status, next steps (.7); follow-up call with M. McLoughlin (KDW) (.2).	ERW	0.90	757.35
02/17/20	Call with C. Zucker and M. Kuan (both FTI) regarding sale, cash collateral, next steps (.7); follow up with E. Wilson (KDW) (.2).	MJM	0.90	631.80
02/18/20	Emails with M. Kuan (FTI) regarding information request (.2); review request (.2).	ERW	0.40	336.60
02/18/20	Review status of OCP information requests from the debtors.	KGH	0.20	93.60
02/18/20	Revise FTI presentation on business operations and cash flow.	MJM	0.50	351.00

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Krystal Company Committee
Client 027768
Matter 0012
March 17, 2020
Page 2

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02/19/20	Further emails with S. Borders (KS) regarding board composition.	ERW	0.20	168.30
02/19/20	Email to email to L. Shermohammed (K&S) regarding OCP and cash management proposed orders.	KGH	0.20	93.60
02/19/20	Review independent director resolution.	MJM	0.30	210.60
02/20/20	Emails with L. Shermohammed (KS) regarding cash management and OCP orders.	ERW	0.20	168.30
02/20/20	Review (.4) and provide comments to (.5) OCP order; email to L. Shermohammed (K&S) regarding comments and questions to OCP (.3); Review (.3) and provide comments to (.2) cash management order.	KGH	1.70	795.60
02/20/20	Review OCP motion (.2) and review changes to OCP order (.2) and cash management order (.2).	MJM	0.60	421.20
02/21/20	Emails from J. Simpson (AM) regarding weekly cash flow (.1); briefly review same (.1).	ERW	0.20	168.30
02/21/20	Preliminary review of TKC filed schedules.	MJM	0.30	210.60
02/23/20	Follow up emails (2x) debtors counsel, L. Shermohammed (KS), regarding OCP and budget (.4); emails with M. McLoughlin (KDW) regarding status of same (.2).	KGH	0.60	280.80
02/24/20	Emails with debtors counsel, L. Shermohammed (KS), regarding OCP and budget concerns.	KGH	0.20	93.60
02/25/20	Confer with M. McLoughlin (KDW) regarding	ERW	0.60	504.90

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Page 3

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	ordinary course professionals analysis (.2); emails with S. Kulka (AG) regarding extension of procedures deadline, OCP motion (.2); review OCP budget detail (.2).			
02/25/20	Review OCP spreadsheet (.2) and email S. Kulka (AG) regarding review of same and OCP motion (.2); follow up conference with E. Wilson regarding OCP analysis (.2); review FTI presentation on budget to actual variance (.2).	MJM	0.80	561.60
02/27/20	Emails with S. Kulka (AG) and L. Shermohammed and J. Dutson (both of KS) regarding compromise regarding OCP motion (.3); email from J. Simpson (AM) regarding cash flow report (.1); review report (.2).	ERW	0.60	504.90

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Page 5

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ERW	Wilson, Eric	3.50	841.50	\$2,945.25
JRA	Adams, Jason	0.30	729.00	218.70
JSC	Carr, James S	0.20	855.00	171.00
KGH	Hines, Kayci	2.90	468.00	1,357.20
MJM	McLoughlin, Maeghan J	3.40	702.00	2,386.80

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SWIFT CODE: CHASUS33
ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
PLEASE INDICATE CLIENT, MATTER AND
INVOICE NUMBER AS PAYMENT REFERENCE

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AFFILIATE OFFICE:
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Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

March 17, 2020
Invoice No. 2785665

027768 Krystal Company Committee
0013 Court Hearings

Account Summary and Remittance Form

Legal Services:	\$6,777.50
Less 10% Discount:	(\$677.75)
Total Fees Due:	\$6,099.75
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$6,099.75

Terms: Payment Due on or Before April 16, 2020

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PAYMENT BY WIRE OR ACH IS PREFERRED:

BANK: JP MORGAN CHASE, N.A.

ABA #: 021-000-021

SWIFT CODE: CHASUS33

ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #: 135-046110

PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER

AS PAYMENT REFERENCE

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP

ATTN: TREASURER'S DEPARTMENT

101 PARK AVENUE

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(212) 808-7800

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Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

March 17, 2020

Invoice No. 2785665

Client 027768
Matter 0013 Court Hearings

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/12/20	Conference with J. Adams (KDW) regarding coordination of call in for tomorrow's hearing (.2); arrange same with chambers and courtcall (.4).	KGH	0.60	\$280.80
02/13/20	Conference with S. Kulka (AG) following today's hearing on immediate next steps in case (.3); strategy conference with D. Laddin and S. Kulka (both AG) regarding this morning's hearing (.3); follow up conference with J. Carr and M. McLoughlin (both KDW) and D. Laddin and S. Kulka (both AG) follow discussions with lenders regarding this mornings hearing (.3); follow up conference with J. Carr and M. McLoughlin (both KDW) regarding same (.2); prepare for (.2) and telephonically appear at today's hearing (1.0).	JRA	2.30	1,676.70
02/13/20	Participate, along with J. Adams and M. McLoughlin (both KDW), in a conference call with D. Laddin and S. Kulka (both of AG), regarding this morning's hearing and what needs to be accomplished (.3); follow up conference with J. Adams and M. McLoughlin	JSC	0.50	427.50

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Krystal Company Committee
Client 027768
Matter 0013
March 17, 2020
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	(both KDW) regarding same (.2).			
02/13/20	Conference with J. Carr and J. Adams (both KDW) regarding discussions with lenders regarding this morning's hearing (.3); follow up conference with J. Carr and J. Adams (both KDW) regarding discussions with lenders(.2).	MJM	0.30	210.60
02/16/20	Emails with D. Laddin (AG) regarding Wednesday's hearing.	ERW	0.20	168.30
02/20/20	Confer with M. McLoughlin (KDW) and K. Hines (KDW) regarding open items, objections preparatory to March 3 hearing.	ERW	0.50	420.75
02/20/20	Phone conference with M. McLoughlin and E. Wilson (both of KDW) regarding items preparatory to March 3 hearing.	KGH	0.50	234.00
02/20/20	Call with E. Wilson and K. Hines (both KDW) to discuss open matters for March 3 hearing.	MJM	0.50	351.00
02/24/20	Emails with D. Laddin and S. Kulka (both of AG) regarding next week's hearing.	ERW	0.30	252.45
02/25/20	Prepare materials for March 3 hearing.	MJM	0.60	421.20
02/28/20	Emails with M. McLoughlin (KDW) and D. Laddin (AG) regarding next week's hearing, coverage and argument outline.	ERW	0.30	252.45
02/28/20	Call with E. Wilson to discuss March 3 hearing (.2); begin draft of hearing outline (1.4); emails with S. Kulka to coordinate logistics for hearing (,2).	MJM	1.80	1,263.60
02/29/20	Emails with E. Wilson (KDW) regarding	MJM	0.20	140.40

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Krystal Company Committee
Client 027768
Matter 0013
March 17, 2020
Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	talking points, open issues for 3/2 hearing.			

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Krystal Company Committee
Client 027768
Matter 0013
March 17, 2020
Page 4

Total Original Fees for this Matter:	\$6,777.50
Less 10% Discount:	\$677.75
Total Fees Due:	\$6,099.75
Total For This Matter:	\$6,099.75
Total this Invoice	\$6,099.75

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AFFILIATE OFFICE:
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Krystal Company Committee
Client 027768
Matter 0013
March 17, 2020
Page 5

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	1.30	841.50	\$1,093.95
JRA	Adams, Jason	2.30	729.00	1,676.70
JSC	Carr, James S	0.50	855.00	427.50
KGH	Hines, Kayci	1.10	468.00	514.80
MJM	McLoughlin, Maeghan J	3.40	702.00	2,386.80

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP
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101 PARK AVENUE
NEW YORK, NEW YORK 10178
(212) 808-7800

PAYMENT BY WIRE:

JP MORGAN CHASE, N.A.
ABA #:021-000-021
SWIFT CODE: CHASUS33
ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
PLEASE INDICATE CLIENT, MATTER AND
INVOICE NUMBER AS PAYMENT REFERENCE

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Krystal Company Committee
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101 Park Avenue
New York, NY 10128

March 17, 2020
Invoice No. 2785666

027768 Krystal Company Committee
0014 Relief From Stay/Adequate Protection

Account Summary and Remittance Form

Legal Services:	\$514.50
Less 10% Discount:	(\$51.45)
Total Fees Due:	\$463.05
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$463.05

Terms: Payment Due on or Before April 16, 2020

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BANK: JP MORGAN CHASE, N.A.

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ACCOUNT #: 135-046110

PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER

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Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

March 17, 2020

Invoice No. 2785666

Client 027768
Matter 0014 Relief From Stay/Adequate Protection

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/25/20	Review Blair draft stipulation to modify the stay (.2); email to M. McLoughlin (KDW) regarding same (.1).	ERW	0.30	\$252.45
02/25/20	Review stay relief stipulation for A. Blair (.2) and comment on same (.1).	MJM	0.30	210.60

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Krystal Company Committee
Client 027768
Matter 0014
March 17, 2020
Page 2

Total Original Fees for this Matter:	\$514.50
Less 10% Discount:	\$51.45
Total Fees Due:	\$463.05
Total For This Matter:	\$463.05
Total this Invoice	\$463.05

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Krystal Company Committee
Client 027768
Matter 0014
March 17, 2020
Page 3

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	0.30	841.50	\$252.45
MJM	McLoughlin, Maeghan J	0.30	702.00	210.60

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ABA #:021-000-021
SWIFT CODE: CHASUS33
ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
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Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

March 17, 2020
Invoice No. 2785667

027768 Krystal Company Committee
0019 Meetings/Communications with Debtors

Account Summary and Remittance Form

Legal Services:	\$4,880.00
Less 10% Discount:	(\$488.00)
Total Fees Due:	\$4,392.00
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$4,392.00</u>

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BANK: JP MORGAN CHASE, N.A.

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ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #: 135-046110

PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER

AS PAYMENT REFERENCE

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101 Park Avenue
New York, NY 10128

March 17, 2020

Invoice No. 2785667

Client 027768
Matter 0019 Meetings/Communications with Debtors

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/12/20	Preliminary conference with S. Borders (KS) and M. McLoughlin (KDW) on case overview (.4); follow up conference with M. McLoughlin (KDW) regarding next steps based on discussions (.2).	JRA	0.60	\$437.40
02/12/20	Call with J. Adams (KDW) and S. Roberts (KS) (.4); follow up discussion with J. Adams (KDW) (.2).	MJM	0.60	421.20
02/13/20	Email correspondence with J. Dutson (KS) and J. Carr and M. McLoughlin (both KDW) regarding requested language changes to orders for motions preceding today and agreement to continue US Foods vendor arrangement.	JRA	0.40	291.60
02/13/20	Email correspondence with J. Dutson (KS) and J. Carr and M. McLoughlin (both KDW) regarding requested language changes to orders for motions preceding today and agreement to continue US Foods vendor arrangement.	MJM	0.50	351.00
02/17/20	Conference call with M. McLoughlin (KDW) and S. Borders (KS) regarding case status,	ERW	1.60	1,346.40

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Krystal Company Committee
Client 027768
Matter 0019
March 17, 2020
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	next steps (.8); follow-up call with M. McLoughlin (KDW) regarding same (.3); outline open items for call (.3); emails with M. McLoughlin (KDW) and S. Borders (KS) regarding confidentiality agreement (.2).			
02/17/20	Call with E. Wilson (KDW) and S. Border (KS) to discuss case status (.8); follow up conference with E. Wilson (KDW) (.3); emails with E. Wilson (KDW) and S. Borders (KS) regarding confidentiality provisions of bylaws (.2).	MJM	1.30	912.60
02/18/20	Call with J. Dutson (K&S) regarding vendor financing agreement and sale procedures (.2); email E. Wilson (KDW) regarding same (.2); emails with L. Shermohammed (KS) regarding rejection order (.2) and review proposed language (.1).	MJM	0.70	491.40
02/19/20	Emails with S. Borders (KS) regarding PBGC bylaw provisions.	MJM	0.20	140.40

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Krystal Company Committee
Client 027768
Matter 0019
March 17, 2020
Page 3

Total Original Fees for this Matter:	\$4,880.00
Less 10% Discount:	\$488.00
Total Fees Due:	\$4,392.00
Total For This Matter:	\$4,392.00
Total this Invoice	\$4,392.00

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Krystal Company Committee
Client 027768
Matter 0019
March 17, 2020
Page 4

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	1.60	841.50	\$1,346.40
JRA	Adams, Jason	1.00	729.00	729.00
MJM	McLoughlin, Maeghan J	3.30	702.00	2,316.60

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ABA #:021-000-021
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ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
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AFFILIATE OFFICE:
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Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

March 17, 2020
Invoice No. 2785668

027768 Krystal Company Committee
0020 Insider Investigation

Account Summary and Remittance Form

Legal Services:	\$846.00
Less 10% Discount:	(\$84.60)
Total Fees Due:	\$761.40
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$761.40

Terms: Payment Due on or Before April 16, 2020

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101 Park Avenue
New York, NY 10128

March 17, 2020

Invoice No. 2785668

Client 027768
Matter 0020 Insider Investigation

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/17/20	Emails with D. Laddin (AG), J. Carr (KDW), C. Zucker (FTI) regarding M. Elliot, Argonne.	ERW	0.30	\$252.45
02/17/20	Telephone conference with D. Laddin and S. Kulka (both of AGG) regarding obtaining information about the alleged independent director of the debtors' board.	JSC	0.30	256.50
02/20/20	Review board resolution regarding independent director, sale.	ERW	0.30	252.45

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Krystal Company Committee
Client 027768
Matter 0020
March 17, 2020
Page 2

Total Original Fees for this Matter:	\$846.00
Less 10% Discount:	\$84.60
Total Fees Due:	\$761.40
Total For This Matter:	\$761.40
Total this Invoice	\$761.40

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Krystal Company Committee
Client 027768
Matter 0020
March 17, 2020
Page 3

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	0.60	841.50	\$504.90
JSC	Carr, James S	0.30	855.00	256.50

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP
ATTN: TREASURER'S DEPARTMENT
101 PARK AVENUE
NEW YORK, NEW YORK 10178
(212) 808-7800

PAYMENT BY WIRE:

JP MORGAN CHASE, N.A.
ABA #:021-000-021
SWIFT CODE: CHASUS33
ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
PLEASE INDICATE CLIENT, MATTER AND
INVOICE NUMBER AS PAYMENT REFERENCE

RUN DATE: March 17, 2020 14:52:04

Billing Timekeeper: 01118 - Carr, James S

Prebill #: 1696043

027768 - Krystal Company Committee

0001 - Case Administration

DATE THRU: February 29, 2020

Page: 1

Responsible Timekeeper: 01118 - Carr, James S

FORMAT 021DISC10

c/o James Carr
 101 Park Avenue
 New York, NY 10128

Other Charges/Disbursements

Atty ID	Attorney	Date	Description	Bill Amount	Disp.	Disb Id
		02/24/20	Duplication	22.90	H T W	8664942
07036	Adams , J.R.	02/19/20	VENDOR: CourtCall, LLC-6383 Arizona Circle INVOICE#: CCDA0724891-2-19-20 DATE: 2/19/2020 Telephonic Court Appearance (CCID #10382465)/ Telephone	44.00	H T W	8664268
07383	McLoughlin , M.J.	02/25/20	2 - 1' inch binders cost \$9.00/ Binding	9.98	H T W	8667776
07626	Hines , K.G.	02/19/20	Lexis Research	34.60	H T W	8666781
Totals:				\$111.48		

Case 20-61065-pwb Doc 610 Filed 09/21/20 Entered 09/21/20 12:58:00 Desc Main Document Page 330 of 749
KELLEY DRYE & WARREN LLP
** CONFIDENTIAL WORK SHEET FOR INTERNAL USE ONLY **

RUN DATE: March 17, 2020 14:52:04

Billing Timekeeper: 01118 - Carr, James S
Prebill #: 1696043
027768 - Krystal Company Committee
0001 - Case Administration

DATE THRU: February 29, 2020

Page: 2
Responsible Timekeeper: 01118 - Carr, James S
FORMAT 021DISC10

Other Charges Summary

	Amount	Disp
000203 Duplication	22.90	H T W
000204 Telephone	44.00	H T W
000227 Binding	9.98	H T W
000256 Lexis Research	34.60	H T W
Total	111.48	

Kelley Drye & Warren LLP Total February Fees & Expenses Due

Total February Fees Due:	\$180,097.65
Total February Expenses Due:	\$111.48
Total February Fees and Expenses Due:	\$180,209.13

Kelley Drye & Warren LLP Payment Information – Wire or ACH

Bank Name:	JPMorgan Chase Bank
ABA No.:	021-000-021
Bank Address:	270 Park Avenue New York, NY 10017
Account Name:	Kelley Drye & Warren LLP
Account No.:	135046110
SWIFT Code:	CHASUS33

Kelley Drye & Warren LLP February Fee Summary Breakdown By Matter

Matter 0001: Case Administration			
Timekeeper Code	Timekeeper	Hours	Amount
JSC	Carr, James S.	2.2	\$1,881.00
ERW	Wilson, Eric R.	3.5	\$2,945.25
JRA	Adams, Jason R.	0.5	\$364.50
MJM	McLoughlin, Maeghan J.	5.2	\$3,650.40
KGH	Hines, Kayci G.	6.8	\$3,182.40
MMV	Vicinanza, Marie M.	1.6	\$439.20
Totals for Matter 0001: Case Administration		19.8	\$12,462.75

Matter 0002: Pleadings Review			
Timekeeper Code	Timekeeper	Hours	Amount
MJM	McLoughlin, Maeghan J.	0.4	\$187.20
KGH	Hines, Kayci G.	1.8	\$1,263.60
Totals for Matter 0002: Pleadings Review		2.2	\$1,450.80

Matter 0003: Retention Matters (Applications & Objections)			
Timekeeper Code	Timekeeper	Hours	Amount
JSC	Carr, James S.	4.0	\$3,420.00
ERW	Wilson, Eric R.	5.8	\$4,880.70
JRA	Adams, Jason R.	0.4	\$291.00
MJM	McLoughlin, Maeghan J.	2.4	\$1,684.80
KGH	Hines, Kayci G.	17.2	\$8,049.60
MMV	Vicinanza, Marie M.	0.9	\$247.05
Totals for Matter 0003: Retention Matters		30.7	\$18,573.75

Matter 0004: Fee Matters (Applications & Objections)			
Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	0.2	\$168.30
MJM	McLoughlin, Maeghan J.	1.7	\$1,193.40
KGH	Hines, Kayci G.	1.0	\$468.00
Totals for Matter 0004: Fee Matters		2.9	\$1,829.70

Matter 0005: Financing and Cash Collateral			
Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	23.3	\$19,606.95
JRA	Adams, Jason, R.	1.3	\$947.70
BDF	Feder, Benjamin D.	15.8	\$11,304.90
MJM	McLoughlin, Maeghan J.	34.5	\$24,219.00
KGH	Hines, Kayci G.	1.3	\$608.40
Totals for Matter 0005: Financing and Cash Collateral		76.2	\$56,686.95

Matter 0006: Asset Analysis, Recovery and Disposition

Timekeeper Code	Timekeeper	Hours	Amount
JSC	Carr, James S.	0.3	\$256.50
ERW	Wilson, Eric R.	11.5	\$9,677.25
JRA	Adams, Jason A.	0.4	\$291.60
MJM	McLoughlin, Maeghan J.	18.3	\$12,846.60
KGH	Hines, Kayci G.	7.4	\$3,463.20
Totals for Matter 0006:			
Asset Analysis, Recovery and Disposition		37.9	\$26,535.15

Matter 0007: Executory Contracts and Leases

Timekeeper Code	Timekeeper	Hours	Amount
JSC	Carr, James S.	0.8	\$684.00
ERW	Wilson, Eric R.	0.2	\$68.30
JRA	Adams, Jason R.	1.0	\$729.00
MJM	McLoughlin, Maeghan J.	0.8	\$561.60
KGH	Hines, Kayci G.	0.4	\$187.20
Totals for Matter 0007:			
Executory Contracts and Leases		2.8	\$2,330.10

Matter 0008: Claims Administration, Analysis & Objection

Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	2.3	\$1,935.45
JRA	Adams, Jason R.	0.7	\$510.30
MJM	McLoughlin, Maeghan J.	1.9	\$1,333.80
KGH	Hines, Kayci G.	5.2	\$2,433.60
Totals for Matter 0008:			
Claims Administration, Analysis & Objection		10.1	\$6,213.15

Matter 0011: Committee and Creditor Communications

Timekeeper Code	Timekeeper	Hours	Amount
JSC	Carr, James S.	9.8	\$8,379.00
EWR	Wilson, Eric R.	16.7	\$14,053.05
JRA	Adams, Jason R.	1.4	\$1,020.60
MJM	McLoughlin, Maeghan J.	13.9	\$9,757.80
JDR	Raviele, Jennifer D.	0.7	\$371.70
KGH	Hines, Kayci G.	3.5	\$1,638.00
Totals for Matter 0011:			
Committee and Creditor Communications		46.0	\$35,220.15

Matter 0012: Business Operations			
Timekeeper Code	Timekeeper	Hours	Amount
JSC	Carr, James S.	0.2	\$171.00
ERW	Wilson, Eric R.	3.5	\$2,945.25
JRA	Adams, Jason R.	0.3	\$218.00
MJM	McLoughlin, Maeghan J.	3.4	\$2,386.80
KGH	Hines, Kayci G.	2.9	\$1,357.20
Totals for Matter 0012: Business Operations		10.3	\$7,078.95

Matter 0013: Court Hearings			
Timekeeper Code	Timekeeper	Hours	Amount
JSC	Carr, James S.	0.5	\$427.50
ERW	Wilson, Eric R.	1.3	\$1,093.95
JRA	Adams, Jason R.	2.3	\$1,676.70
MJM	McLoughlin, Maeghan J.	3.4	\$2,386.80
KGH	Hines, Kayci G.	1.1	\$514.80
Totals for Matter 0013: Business Operations		8.6	\$6,099.75

Matter 0014: Relief From Stay/Adequate Protection			
Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	0.3	\$252.45
MJM	McLoughlin, Maeghan J.	0.3	\$210.60
Totals for Matter 0014: Relief From Stay/Adequate Protection		0.6	\$463.05

Matter 0019: Meetings/Communications with Debtors			
Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	1.6	\$1,346.40
JRA	Adams, Jason R.	1.0	\$729.00
MJM	McLoughlin, Maeghan J.	3.3	\$2,316.60
Totals for Matter 0019: Meetings/Communications with Debtors		5.9	\$4,392.00

Matter 0020: Insider Investigation			
Timekeeper Code	Timekeeper	Hours	Amount
JSC	Carr, James S.	0.3	\$256.50
ERW	Wilson, Eric R.	10.6	\$504.90
Totals for Matter 0020: Insider Investigation		10.9	\$761.40

Kelley Drye & Warren LLP February Expense Breakdown

Binding	\$9.98
Duplication	\$22.90
Legal Research	\$34.60
Telephone	\$44.00
Total Expenses:	\$111.48

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Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

March 31, 2020
Invoice No. 2786544

027768 Krystal Company Committee
0001 Case Administration

Account Summary and Remittance Form

Legal Services:	\$1,044.50
Less 10% Discount:	(\$104.45)
Total Fees Due:	\$940.05
Disbursements and Other Charges:	\$2,100.23
Total Amount Due:	<u>\$3,040.28</u>

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ACCOUNT #: 135-046110

**PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER
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March 31, 2020
Invoice No. 2786544

Client 027768
Matter 0001 Case Administration

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/03/20	Emails to M. McLoughlin and K. Hines (both of KDW) regarding update timeline (.1); review same (.1).	ERW	0.20	\$168.30
03/03/20	Review (.2) and comment on (.1) critical dates chart.	MJM	0.30	210.60
03/16/20	Outline upcoming case issues regarding budget, data room, lien review, taxes and cash collateral.	ERW	0.50	420.75
03/17/20	Update critical dates chart.	MJM	0.20	140.40

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Client 027768
Matter 0001
March 31, 2020
Page 2

Total Original Fees for this Matter:	\$1,044.50
Less 10% Discount:	(\$104.45)
Total Fees Due:	\$940.05

Other Charges:

Color Duplication	\$0.00
Duplication	99.60
Telephone	72.00
Courier	27.68
Long Distance Travel	774.90
Cab Service	214.41
Meals	9.62
Lodging	541.62
Search	360.40

Total Other Charges for this Matter:	2,100.23
Total this Invoice	\$3,040.28

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Client 027768
Matter 0001
March 31, 2020
Page 3

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	0.70	841.50	\$589.05
MJM	McLoughlin, Maeghan J	0.50	702.00	351.00

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ACCOUNT #:135-046110
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New York, NY 10128

March 31, 2020
Invoice No. 2786545

027768 Krystal Company Committee
0003 Retention Matters (Applications & Objections)

Account Summary and Remittance Form

Legal Services:	\$5,788.00
Less 10% Discount:	(\$578.80)
Total Fees Due:	\$5,209.20
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$5,209.20</u>

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ACCOUNT #: 135-046110

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March 31, 2020

Invoice No. 2786545

Client 027768
Matter 0003 Retention Matters (Applications & Objections)

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/02/20	Emails to M. McLoughlin (KDW) regarding pro hac applications.	ERW	0.10	\$84.15
03/02/20	Review/revise the draft KDW retention application (.3), the draft order (.2), and the draft Carr declaration (.6); review the proposed exhibit to the Carr declaration addressing potential conflicts (.1); review the revised KDW retention application (.2), the revised order (.1) and the Carr declaration (.2).	JSC	1.70	1,453.50
03/02/20	Conference with J. Carr (KDW) regarding Wells Fargo waiver for inclusion in KDW retention application (.2); revise retention application to incorporate J. Carr (KDW) comments (1.7); revise proposed order to same to incorporate negative notice provisions per local rules in the order (.4); finalize same for circulation to committee (.3); emails with K. Carson (Realty) regarding same (.2); phone conference with S. Kulka (AAG) regarding timeline for filing and service of same (.2); phone call to K. Carson (Realty) regarding signature pages to FTI's retention application	KGH	3.20	1,497.60

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Krystal Company Committee
Client 027768
Matter 0003
March 31, 2020
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	(.2).			
03/02/20	Revise retention application (.4); discuss open issues with J. Carr (KDW) (.3); finalize pro hac applications (.2).	MJM	0.90	631.80
03/02/20	Arrange for filing of pro hac applications.	MMV	0.30	82.35
03/03/20	Multiple Emails with S. Kulka (AAG) regarding K. Carson signature page for FTI retention application (.2); and related tasks (.3); conference with M. McLoughlin regarding timing of filing FTI retention application (.2); phone conference with K. Carson regarding same (.2); prepare same for filing (.3); review KDW retention order (.2); email same to J. Carr (KDW) for circulation to Wells Fargo pursuant to Wells Fargo waiver requirements (.2); phone conference with S. Kulka (AAG) confirming service of entry of order today (.2).	KGH	1.80	842.40
03/03/20	Discuss status of FTI retention application with K. Hines (KDW) (.2); review entered KDW order (.1).	MJM	0.30	210.60
03/04/20	Emails with S. Kulka (AG) regarding disposition of pro hacs.	ERW	0.20	168.30
03/11/20	Emails with K. Hines (KDW) and L. Shermohammed (KS) regarding Edelman retention.	ERW	0.20	168.30
03/26/20	Emails with D. Laddin (AAG) regarding retention order.	MJM	0.10	70.20

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Client 027768
Matter 0003
March 31, 2020
Page 3

Total Original Fees for this Matter:	\$5,788.00
Less 10% Discount:	\$578.80
Total Fees Due:	\$5,209.20
Total For This Matter:	\$5,209.20
Total this Invoice	\$5,209.20

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Client 027768
Matter 0003
March 31, 2020
Page 4

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	0.50	841.50	\$420.75
JSC	Carr, James S	1.70	855.00	1,453.50
KGH	Hines, Kayci	5.00	468.00	2,340.00
MJM	McLoughlin, Maeghan J	1.30	702.00	912.60
MMV	Vicinanza, Marie M	0.30	274.50	82.35

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ACCOUNT #:135-046110
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March 31, 2020
Invoice No. 2786546

027768 Krystal Company Committee
0004 Fee Matters (Applications & Objections)

Account Summary and Remittance Form

Legal Services:	\$12,962.50
Less 10% Discount:	(\$1,296.25)
Total Fees Due:	\$11,666.25
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$11,666.25

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March 31, 2020
Invoice No. 2786546

Client 027768
Matter 0004 Fee Matters (Applications & Objections)

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/06/20	Review K&S fee statement (.2) and emails with E. Wilson (KDW) regarding same (.1).	MJM	0.30	\$210.60
03/10/20	Emails with D. Laddin (AG) regarding fee statements (.2); review February invoices for reasonableness preparatory to March fee statement (.6).	ERW	0.80	673.20
03/12/20	Emails with M. Kuan (FTI) and K. Hines (KDW) regarding process for fee applications.	MJM	0.20	140.40
03/13/20	Emails to M. McLoughlin (KDW) regarding A&M fee statement (.2); briefly review same (.1).	ERW	0.30	252.45
03/13/20	Correspondence with C. Liu regarding A&Ms fee statement (.2) and review same (.2); review terms of A&M retention order (.1).	MJM	0.50	351.00
03/16/20	Review Scroggins February statement (.1); forward to FTI team (.1); review FTI statement (.1); forward to M. McLoughlin (KDW) with instruction (.1); review FTI professional fee analysis (.2).	ERW	0.60	504.90
03/16/20	Emails with M. McLoughlin (KDW) regarding timeline for service of monthly fee statement.	KGH	0.20	93.60
03/16/20	Review AGG and FTI fee statements (.3);	MJM	1.40	982.80

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Matter 0004
March 31, 2020
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	follow up emails with K. Hines regarding status of KDW statement (.2); further emails with M. Kuan (FTI) and E. Wilson (KDW) regarding K&S and A&M fee statements, deadlines for objecting to same (.3); review fee comparison (.2) and emails with M. Kuan regarding corrected amounts (.2); review Scroggins fee statement (.1) and follow up emails with E. Wilson (KDW) regarding same (.1).			
03/17/20	Emails with K. Hines (KDW) regarding February fee statement (.2); instruction to M. McLoughlin (KDW) regarding February fee statement (.1).	ERW	0.30	252.45
03/17/20	Email to E. Wilson (KDW) regarding timeline for finalizing February bills (.2); emails with M. McLoughlin (both of KDW) regarding summary of February fees (.3); instruction (2x) to M. Vicinanza (KDW) regarding preparing summary chart (.4); revise same (.6); draft cover letter for February invoices (.6); preparation same for service (.5).	KGH	2.60	1,216.80
03/17/20	Review bills for redactions, accuracy (1.4); emails with E. Wilson, K. Hines (both KDW) regarding fee statement requirements (.3); follow up emails with E. Wilson (KDW) regarding updates to the bills (.2) and K. Hines regarding fee chart (.2).	MJM	2.10	1,474.20

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Client 027768
Matter 0004
March 31, 2020
Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/17/20	Review statements for February (.6); prepare summary of fees and expenses for 1st interim fee statement (1.9).	MMV	2.50	686.25
03/18/20	Emails with M. McLoughlin (KDW) regarding Scroggins invoice (.2); emails with K. Hines and M. McLoughlin (both of KDW) and D. Laddin (AG) regarding February statement (.2); final review of February statement prior to service (.2); emails with M. McLoughlin (KDW) regarding invoice redaction (.2).	ERW	0.80	673.20
03/18/20	Confirm completeness and correctness of February fee amounts (.4); revise fee and expense summary to account for revised invoices (.4); emails (2x) with M. McLoughlin regarding further comments to cover letter and expense summary (.4); revise cover letter and expense summary in accordance with M. McLoughlin comments (.5); prepare cover letter, fee and expense summary, and invoices for service. (1.0); email same to S. Kulka (AGG) with same for service (.2); Emails with M. McLoughlin (KDW) regarding revisions to February summary sheet in light of bill revisions (.2); emails with J. Amandro regarding timeline for completing same (.2).	KGH	3.30	1,544.40
03/18/20	Review fee letter (.2), fee chart (.2), and invoices (.2); follow up emails with K. Hines regarding summary page, changes to fee letter,	MJM	1.30	912.60

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Matter 0004
March 31, 2020
Page 4

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	and invoices (.3); review AGG form in connection with same (.2); follow up emails with E. Wilson (KDW) regarding redactions to KDW application and Scroggins fee letter (.2).			
03/19/20	Briefly review AG (.1) and FTI (.1) fee statements; emails with M. McLoughlin (KDW), FTI and AG regarding Scroggins statement (.2).	ERW	0.40	336.60
03/19/20	Email to S. Kulka (AGG) regarding form of interim fee application.	KGH	0.20	93.60
03/19/20	Prepare fee statement worksheet for February 2020.	MMV	1.60	439.20
03/23/20	Emails with S. Kulka (AGG) and K. Hines (KDW) regarding filing of interim fee applications (.2); review form application (.2); follow up with E. Wilson regarding same (.1).	MJM	0.50	351.00
03/30/20	Emails with S. Kulka (AG), M. McLoughlin (KDW) and C. Zucker (FTI) regarding March fee estimates.	ERW	0.40	336.60
03/30/20	Emails with E. Wilson (KDW) and S. Kulka (AGG) regarding March fees.	MJM	0.20	140.40

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Client 027768
Matter 0004
March 31, 2020
Page 5

Total Original Fees for this Matter:	\$12,962.50
Less 10% Discount:	\$1,296.25
Total Fees Due:	\$11,666.25
Total For This Matter:	\$11,666.25
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March 31, 2020
Page 6

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	3.60	841.50	\$3,029.40
KGH	Hines, Kayci	6.30	468.00	2,948.40
MJM	McLoughlin, Maeghan J	6.50	702.00	4,563.00
MMV	Vicinanza, Marie M	4.10	274.50	1,125.45

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ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
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101 Park Avenue
New York, NY 10128

March 31, 2020
Invoice No. 2786547

027768 Krystal Company Committee
0005 Financing and Cash Collateral

Account Summary and Remittance Form

Legal Services:	\$59,877.00
Less 10% Discount:	(\$5,987.70)
Total Fees Due:	\$53,889.30
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$53,889.30

Terms: Payment Due on or Before April 30, 2020

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March 31, 2020

Invoice No. 2786547

Client 027768
Matter 0005 Financing and Cash Collateral

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/01/20	Confer (.3) and emails (.2); with C. Zucker (FTI) regarding budget, data room access; review and analyze further revised cash collateral order (.3) and updated budget (.3); emails with R. Williamson (SW), S. Willet (ML) and S. Kulka (AG) regarding same, open issues (.5); review and analyze WFB cash collateral objection (.4); instruction to M. McLoughlin (KDW) regarding same (.1).	ERW	2.10	\$1,767.15
03/01/20	Review lenders objection to cash collateral.	MJM	0.30	210.60
03/02/20	Draft revisions to lien review memo (.3); email communication with E. Wilson (KDW) regarding same (.1).	BDF	0.40	286.20
03/02/20	Conference calls (2x) (.8) and emails (.6) with S. Willet (ML), R. Williamson (SW) and S. Kulka (AG), et al. regarding open cash collateral items; review and analyze WFB multiple revisions to the proposed third interim cash collateral order (.8); emails with M. Kuan (FTI) regarding budget concerns (.2); call with C. Zucker (FTI) regarding same (.5) review and analyze FTI budget analysis (.3);	ERW	5.00	4,207.50

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Krystal Company Committee
Client 027768
Matter 0005
March 31, 2020
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	review C. Vuksich (WFB) declaration in support of liens, claim (.2); email from S. Kulka (AG) regarding same (.1); emails with B. Feder (KDW) regarding status of lien review (.2); review draft memo regarding same (.3); emails with C. Liu (ML) regarding lien review, reservation (.1); review and analysis of lien memo (.9).			
03/02/20	Review filed third interim cash collateral budget (.3) and compare to previously circulated draft (.3); analyze accrued/unpaid report and professional fee budget (.3); review B. Feder (KDW) memo on lien analysis (.5).	MJM	1.40	982.80
03/03/20	Emails with R. Williamson (SW) and S. Willet (ML) regarding cash management system issues.	ERW	0.20	168.30
03/03/20	Emails with R. Sabin (ML), R. Williamson (SL), S. Kulka (AGG) and E. Wilson (KDW) regarding lender revisions to cash collateral order and challenge deadline.	MJM	0.30	210.60
03/04/20	Emails with C. Zucker (FTI) and S. Kulka (AG) regarding fee estimates (.2); briefly review as entered cash collateral order (.1) and sale order (.1); emails with M. McLoughlin (KDW) regarding same (.1).	ERW	0.50	420.75
03/05/20	Confer with E. Wilson (KDW) regarding lien analysis memo (.2); further analysis of issues regarding same (.2).	BDF	0.40	286.20

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AFFILIATE OFFICE:
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Krystal Company Committee
Client 027768
Matter 0005
March 31, 2020
Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/05/20	Order lien searches per B. Feder's (KDW) request (.3); discuss same with B. Feder (KDW) (.2).	DMK	0.50	137.25
03/05/20	Instruction to B. Feder (KDW) regarding status of lien review, tax issues (.2); conference call with C. Zucker (FTI), S. Kulka (AG), and M. McLoughlin (KDW) regarding case status, next steps (.3); outline open issues for call (.3); emails with L. Fiorenza (SC) regarding court approval, administrative solvency (.2); email from J. Chapman (YC) regarding lender invoice (.1); forward with instruction to M. McLoughlin (KDW) (.1); email to J. Dutson (KS) regarding February invoice (.1); review same (.1); instruction to M. McLoughlin (KDW) regarding budget (.1); emails with M. Kuan (FTI) regarding same (.1).	ERW	1.60	1,346.40
03/06/20	Emails to M. McLoughlin (KDW) regarding budget issues.	ERW	0.20	168.30
03/09/20	Review lien search results for The Krystal Company (.3); send same to B. Feder (KDW) (.1).	DMK	0.40	109.80
03/09/20	Emails with M. McLoughlin (KDW) and M. Kuan (FTI) regarding data room, tax liability.	ERW	0.20	168.30
03/09/20	Emails with M. Kuan (FTI) and E. Wilson (KDW) regarding tax liability.	MJM	0.20	140.40
03/10/20	Emails to E. Wilson and B. Feder (both KDW)	MJM	0.40	280.80

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AFFILIATE OFFICE:
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Krystal Company Committee
Client 027768
Matter 0005
March 31, 2020
Page 4

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	regarding lien memo (.2) and briefly review same (.2).			
03/11/20	Analysis of [REDACTED] (1.2); analysis of lien search report (.7); draft revisions to lien analysis of memo regarding same (1.4).	BDF	3.30	2,361.15
03/11/20	Emails with S. Kulka (KS) and C. Zucker (FTI) regarding budget (.2); review latest budget (.2); email to B. Feder and M. McLoughlin (both of KDW) regarding lien memo (.2); emails with B. Feder (KDW) regarding claim calculation (.2).	ERW	0.80	673.20
03/11/20	Review current draft of lien memo.	MJM	0.30	210.60
03/12/20	Review US Foods motion and order for payment terms (.2) and confer with E. Wilson (KDW) regarding same (.1); review cash variance (.2).	MJM	0.50	351.00
03/13/20	Continued draft revisions to lien analysis memo (1.3); draft email to C. Liu (ML) regarding request for additional docs (.4).	BDF	1.70	1,216.35
03/13/20	Emails with M. McLoughlin (KDW) regarding U.S. Foods settlement.	ERW	0.20	168.30
03/13/20	Call with J. Dutson (KS) regarding USF motion (.1); follow up emails with KDW and FTI teams regarding same (.2).	MJM	0.30	210.60
03/16/20	Emails with M. McLoughlin (KDW), M. Kuan (FTI), S. Kulka and D. Laddin (both of AG) regarding budget, fee statements.	ERW	0.30	252.45

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Krystal Company Committee
Client 027768
Matter 0005
March 31, 2020
Page 5

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/16/20	Emails with E. Wilson (KDW), S. Kulka (AGG), and M. Kuan (FTI) regarding budgets.	MJM	0.20	140.40
03/17/20	Draft further revisions to lien review memo (1.6); email communications with C. Liu (ML) regarding same (.3).	BDF	1.90	1,359.45
03/17/20	Instruction to B. Feder (KDW) regarding lien review memo.	ERW	0.20	168.30
03/17/20	Review lien memo (.4) and comment on same (.2).	MJM	0.60	421.20
03/19/20	Review of revised lien analysis memo (.3); emails with M. McLoughlin (KDW) regarding same, next week's call (.4); emails with M. McLoughlin (KDW) and L. Shermohammed (KS) regarding U.S. Foods, preference waiver (.2).	ERW	0.90	757.35
03/19/20	Review schedules for potential unencumbered causes of action (.3); call with E. Wilson (KDW) regarding lien memo (.2); revise lien memo (1.7); Emails with L. Shermohammed (KS) regarding preference waiver for USF (.1); follow up with E. Wilson (KDW) regarding same (.1).	MJM	2.40	1,684.80
03/20/20	Revise lien memo (2.4); cross check with credit agreement (.9).	MJM	3.30	2,316.60
03/23/20	Review additional documentation provided by WF counsel (1.2); draft further revisions to lien review memo (.4).	BDF	1.60	1,144.80
03/24/20	Continued analysis of issues regarding [REDACTED]	BDF	0.30	214.65

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Krystal Company Committee
Client 027768
Matter 0005
March 31, 2020
Page 6

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/24/20	[REDACTED] Further emails to B. Feder (KDW) regarding lien review.	ERW	0.20	168.30
03/25/20	Draft chart regarding list of [REDACTED].	BDF	0.80	572.40
03/25/20	Confer with M. McLoughlin (KDW) regarding cash collateral objection (.2); emails with M. McLoughlin (KDW) and S. Borders (KS) regarding further cash collateral order (.2).	ERW	0.40	336.60
03/25/20	Confer with E. Wilson (KDW) on 4th interim cash collateral order (.2) and follow up with S. Borders (KS) regarding same (.1).	MJM	0.30	210.60
03/26/20	Email communications with E. Wilson (KDW) regarding impact of [REDACTED] on lien analysis (.2); analysis of issues regarding same (.4).	BDF	0.60	429.30
03/26/20	Review and comment on revised lien review memo (.4); emails to M. McLoughlin (KDW) regarding same (.2); confer with M. McLoughlin (KDW) regarding objection (.2); emails with M. McLoughlin (KDW) and M. Kuan (FTI) regarding latest budget (.3); emails with B. Feder (KDW) and M. Kuan (FTI) regarding DACAs, account balances and tax claim (.2); emails with M. Zucker (FTI) regarding limited cash collateral objection (.3); review updated budget (.2); emails with M. McLoughlin (KDW) and S. Borders (KS)	ERW	2.00	1,683.00

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Krystal Company Committee
Client 027768
Matter 0005
March 31, 2020
Page 7

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/26/20	regarding updated cash collateral order (.2). Call with E. Wilson (KDW) to discuss second cash collateral objection (.2); follow up email with S. Borders (KS) regarding cash collateral order (.1); begin draft cash collateral objection (3.7); review further amended proposed budget (.3) and send follow up questions to E. Wilson (KDW) and M. Kuan (FTI) (.2); analyze weekly DIP variance reporting (.3).	MJM	4.80	3,369.60
03/27/20	Initial review and revise supplemental cash collateral objection (.5); confer with M. McLoughlin (KDW) regarding same (.2); confer with S. Kulka (AG) regarding budget and supplemental objection (.3); confer (.2) and emails (.3) with C. Zucker and M. Kuan (both of KDW) regarding budget and fee allocation; further emails with M. McLoughlin (KDW) and M. Kuan (FTI) regarding budget (.3); conference call with C. Zucker (FTI) and S. Kulka (AG) regarding same (.3); emails with J. Dutson (KS) regarding cash collateral stipulation (.2).	ERW	2.30	1,935.45
03/27/20	Confer with E. Wilson (KDW) (.2) regarding revisions to cash collateral objection; revise objection (1.4); review professional fees estimate and actuals in connection with same (.3); follow up emails with E. Wilson (KDW) and M. Kuan (FTI) regarding final budget (.2);	MJM	4.40	3,088.80

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Krystal Company Committee
Client 027768
Matter 0005
March 31, 2020
Page 8

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	emails with J. Dutson (KS) regarding 4th cash collateral order (.2); call with M. Kuan (FTI) regarding budget comparison (.2) and review same (.2); analyze filed fourth cash collateral budget (.3); follow up emails with E. Wilson regarding updated budget and objection (.2); revise lien memo to incorporate E. Wilson comments (1.2).			
03/28/20	Emails with S. Kulka (AG) C. Zucker (FTI) regarding fourth interim budget, cash collateral stipulation and next steps (.4); emails with A. Ray (SW) and S. Kulka (AG) regarding cash collateral stipulation (.2); review stipulation (.2); revised as filed budget (.2).	ERW	1.00	841.50
03/29/20	Review fourth interim budget (.3); review FTI analysis of same (.2); conference call with D. Laddin (AG) and C. Zucker (FTI) regarding same, next steps (.7); review email from S. Kulka (AG) regarding same (.1).	ERW	1.30	1,093.95
03/29/20	Revise updated FTI budget comparison (.3); revise cash collateral objection with updated amounts and percentages (1.3); further emails with M. Kuan (FTI) regarding same (.2).	MJM	1.80	1,263.60
03/30/20	Conference call with S. Kulka (AG) and C. Zucker (FTI) regarding budget (.3); review various iterations of revised cash collateral objection (.9); outline talking points for	ERW	5.50	4,628.25

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Krystal Company Committee
Client 027768
Matter 0005
March 31, 2020
Page 9

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	hearing (.8) telephone calls (.5) and emails (.3) with S. Kulka (AG) regarding same, multiple telephone calls (.4) and emails (.2) with M. McLoughlin (KDW) regarding same; review lien memo revised per my instruction (.5); final instructions to M. McLoughlin (KDW) regarding same (.1); review FTI fee analysis (.2); telephone call (.3) and multiple emails (.3) with C. Zucker (FTI) regarding same (.2); emails with S. Borders (KS) regarding cash collateral, extension (.2); emails with [REDACTED] regarding [REDACTED] (.2); review further revised cash collateral stipulation order (.1).			
03/30/20	Revisions (multiple) to cash collateral objection (2.2); analyze multiple drafts of fee spreadsheet (1.1); assemble exhibits (.3); call (multiple) with E. Wilson (KDW) to discuss objection (.4); emails with S. Kulka (AGG) regarding negotiations with debtors' counsel (.3); draft fee chart with proposed fee payments (.5); follow up emails with C. Zucker (FTI) regarding updated exhibit, professional fee chart (.3) and cross check revised amounts against professional fee chart (.3); Emails with E. Wilson (KDW) regarding updates to lien review memo (.2).	MJM	5.60	3,931.20
03/31/20	Telephone calls (.5) and emails (.3) with S.	ERW	4.80	4,039.20

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Krystal Company Committee
Client 027768
Matter 0005
March 31, 2020
Page 10

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	Kulka and D. Laddin (both of AG) and M. McLoughlin (KDW) regarding cash collateral objection; review reservation of rights revised per my instruction (.4); review complex case procedures order (.4), various prior budgets (.5) and FTI analysis regarding same (.4); telephone call with M. McLoughlin regarding same (.2); emails with AG, Scoggins and Morgan Lewis regarding consent order (.7); review various iterations of same (.6); multiple emails with S. Kulka (AG) and R. Williamson (SW) regarding settlement of objection (.8).			
03/31/20	Revise (.5) and finalize (.7) reservation of rights to cash collateral order; emails with C. Zucker (FTI) on final allocations (.3); emails with D. Laddin, S. Kulka (both AGG) and E. Wilson (KDW) regarding same (.3); review cash collateral stipulations (.3); confer with E. Wilson (KDW) regarding objection (.2); emails with B. Feder (KDW) on lien memo and excluded assets (.2).	MJM	2.50	1,755.00

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Krystal Company Committee
Client 027768
Matter 0005
March 31, 2020
Page 11

Total Original Fees for this Matter:	\$59,877.00
Less 10% Discount:	\$5,987.70
Total Fees Due:	\$53,889.30
Total For This Matter:	\$53,889.30
Total this Invoice	\$53,889.30

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Krystal Company Committee
Client 027768
Matter 0005
March 31, 2020
Page 12

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
BDF	Feder, Benjamin D	11.00	715.50	\$7,870.50
DMK	Kubel, Diane M	0.90	274.50	247.05
ERW	Wilson, Eric	29.70	841.50	24,992.55
MJM	McLoughlin, Maeghan J	29.60	702.00	20,779.20

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ACCOUNT #:135-046110
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101 Park Avenue
New York, NY 10128

March 31, 2020
Invoice No. 2786548

027768 Krystal Company Committee
0006 Asset Analysis, Recovery and Disposition

Account Summary and Remittance Form

Legal Services:	\$7,977.50
Less 10% Discount:	(\$797.75)
Total Fees Due:	\$7,179.75
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$7,179.75

Terms: Payment Due on or Before April 30, 2020

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March 31, 2020

Invoice No. 2786548

Client 027768
Matter 0006 Asset Analysis, Recovery and Disposition

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/01/20	Emails from C. Liu and J. Feldsher (both of ML) and S. Borders (KS) regarding revised bidding procedures (.3); review further revised procedures (.2); further emails with M. McLoughlin (KDW) regarding revised bidding procedures (.2); emails with M. McLoughlin (KDW) and C. Zucker (FTI) regarding assumed liabilities under APA (.3).	ERW	1.00	\$841.50
03/01/20	Review (.3) and comment on (.2); revised procedures; draft revised bid procedures timeline (.3); review redline of 3rd interim order and 2nd interim order (.3); emails with E. Wilson (KDW) regarding same (.2).	MJM	1.30	912.60
03/02/20	Emails with M. McLoughlin (KDW), J. Feldsher and C. Liu (both of ML) and S. Borders (KS) regarding revised bidding procedures (.6); review various iterations of revised bidding procedures (.6) and proposed order (.4).	ERW	1.60	1,346.40
03/02/20	Review form APA for liabilities (.3) and emails with E. Wilson (KDW) regarding same (.1); review lenders' comments (multiple	MJM	1.80	1,263.60

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Krystal Company Committee
Client 027768
Matter 0006
March 31, 2020
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	versions) (.4) and debtors comments (multiple version (.4) to bid procedures and bid procedures order; revise same (.3); review filed bid procedures order to confirm changes (.3).			
03/03/20	Emails with M. McLoughlin (KDW) and H. Urrichio (PBG) regarding bidding procedures.	ERW	0.20	168.30
03/03/20	Revise critical dates chart to include sale deadlines (1.0); calendar same (.4).	KGH	1.40	655.20
03/04/20	Emails with M. McLoughlin (KDW) regarding committee update (.2); emails with C. Ganz (BS) regarding adequate protection deadlines (.2).	ERW	0.40	336.60
03/04/20	Review entered bid procedures order to confirm deal reached.	MJM	0.30	210.60
03/10/20	Emails with M. Kuan (FTI) regarding data room issues.	ERW	0.20	168.30
03/10/20	Emails with M. Kuan (FTI) regarding royalty payments to trademark entity.	MJM	0.20	140.40
03/11/20	Emails with M. McLoughlin (KDW) and M. Kuan (FTI) regarding royalty payments (.3); review schedule (.2).	ERW	0.50	420.75
03/11/20	Call with C. Liu (ML) regarding sale process.	MJM	0.30	210.60
03/12/20	Emails with M. Kuan (FTI) regarding royalty payments.	ERW	0.20	168.30
03/23/20	Emails to M. McLoughlin (KDW) regarding royalty payments.	ERW	0.20	168.30

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Krystal Company Committee
Client 027768
Matter 0006
March 31, 2020
Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/24/20	Further emails to M. McLoughlin (KDW) regarding royalty payments.	ERW	0.20	168.30

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Client 027768
Matter 0006
March 31, 2020
Page 4

Total Original Fees for this Matter:	\$7,977.50
Less 10% Discount:	\$797.75
Total Fees Due:	\$7,179.75
Total For This Matter:	\$7,179.75
Total this Invoice	\$7,179.75

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Client 027768
Matter 0006
March 31, 2020
Page 5

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	4.50	841.50	\$3,786.75
KGH	Hines, Kayci	1.40	468.00	655.20
MJM	McLoughlin, Maeghan J	3.90	702.00	2,737.80

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March 31, 2020
Invoice No. 2786549

027768 Krystal Company Committee
0007 Executory Contracts and Leases

Account Summary and Remittance Form

Legal Services:	\$1,699.00
Less 10% Discount:	(\$169.90)
Total Fees Due:	\$1,529.10
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$1,529.10</u>

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ACCOUNT #: 135-046110

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Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/02/20	Emails with M. McLoughlin (KDW) and C. Ganz (BS) regarding adequate assurance.	ERW	0.20	\$168.30
03/24/20	Review correspondence from Krystal to landlords regarding April rent.	ERW	0.20	168.30
03/25/20	Emails with M. McLoughlin (KDW) regarding April rent.	ERW	0.20	168.30
03/26/20	Emails with L. Shermohammed (KS) regarding lease amendment (.1); review same (.1); emails with M. McLoughlin (KDW) regarding same, order on consent (.2).	ERW	0.40	336.60
03/26/20	Review lease amendments (.3); follow up emails with E. Wilson (KDW) regarding amendments and process for implementing same (.2).	MJM	0.50	351.00
03/27/20	Emails with L. Shermohammed (KS) regarding lease amendment.	ERW	0.30	252.45
03/30/20	Email to K. Carson (Realty) regarding April rent.	ERW	0.10	84.15

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Krystal Company Committee
Client 027768
Matter 0007
March 31, 2020
Page 2

Total Original Fees for this Matter:	\$1,699.00
Less 10% Discount:	\$169.90
Total Fees Due:	\$1,529.10
Total For This Matter:	\$1,529.10
Total this Invoice	\$1,529.10

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Krystal Company Committee
Client 027768
Matter 0007
March 31, 2020
Page 3

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	1.40	841.50	\$1,178.10
MJM	McLoughlin, Maeghan J	0.50	702.00	351.00

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KELLEY DRYE & WARREN LLP
ATTN: TREASURER'S DEPARTMENT
101 PARK AVENUE
NEW YORK, NEW YORK 10178
(212) 808-7800

PAYMENT BY WIRE:

JP MORGAN CHASE, N.A.
ABA #:021-000-021
SWIFT CODE: CHASUS33
ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
PLEASE INDICATE CLIENT, MATTER AND
INVOICE NUMBER AS PAYMENT REFERENCE

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AFFILIATE OFFICE:
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Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

March 31, 2020
Invoice No. 2786550

027768 Krystal Company Committee
0009 Claims Administration, Analysis & Objection

Account Summary and Remittance Form

Legal Services:	\$7,626.50
Less 10% Discount:	(\$762.65)
Total Fees Due:	\$6,863.85
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$6,863.85</u>

Terms: Payment Due on or Before April 30, 2020

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PAYMENT BY WIRE OR ACH IS PREFERRED:

BANK: JP MORGAN CHASE, N.A.

ABA #: 021-000-021

SWIFT CODE: CHASUS33

ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #: 135-046110

PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER

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101 Park Avenue
New York, NY 10128

March 31, 2020

Invoice No. 2786550

Client 027768
Matter 0009 Claims Administration, Analysis & Objection

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/02/20	Conference with M. McLoughlin (KDW) regarding timing of sending committee members information regarding schedules.	KGH	0.20	\$93.60
03/03/20	Emails with M. McLoughlin (KDW) regarding status of comments to bar date order (.2); calendar proposed bar date (.2); draft form email to committee members regarding scheduled claim and preference exposure (.3); emails with M. McLoughlin regarding comments to same (.2).	KGH	0.90	421.20
03/03/20	Review bar date motion, order, notice, form and publication notice (.9); comment on same (.4); review 503(b)(9) order and form (.2); emails with E. Wilson (KDW) regarding same (.1).	MJM	1.60	1,123.20
03/04/20	Email from K. Hines (KDW) regarding bar date (.1); review claim forms (.2); forward to M. McLoughlin (KDW) with instruction (.1).	ERW	0.40	336.60
03/04/20	Conference with M. McLoughlin (KDW) regarding comments to bar date order and proof of claim form (.2); incorporate same (.8); email to E. Wilson (KDW) with	KGH	1.60	748.80

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Krystal Company Committee
Client 027768
Matter 0009
March 31, 2020
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	recommendation regarding same (.2); email to E. Wilson (KDW) with draft email to individual committee members regarding scheduled claim and and preference exposure (.4).			
03/04/20	Emails with L. Shermohammed (KS) regarding 503(b)(9) form (.2); confer with K. Hines (KDW) regarding changes to bar date motion (.2).	MJM	0.40	280.80
03/05/20	Review K. Hines (KDW) email to committee regarding SOFA/schedules (.1); instruction to K. Hines (KDW) regarding same (.1); review bar date order and exhibits revised per my instruction (.3); emails with L. Shermohammed (KS) and K. Hines (KDW) regarding same, timing (.2).	ERW	0.70	589.05
03/05/20	Emails (2x) with E. Wilson (KDW) regarding comments to bar date motion (.4); email to L. Shermohammed (K&S) regarding questions and committee comments to same (.4).	KGH	0.80	374.40
03/09/20	Emails with M. McLoughlin and K. Hines (both of KDW) and L. Shermohammed (KS) regarding revision to bar date order.	ERW	0.20	168.30
03/09/20	Follow up emails with L. Shermohammed (K&S) regarding incorporation of committee comments to proposed bar date order (.3); emails with M. McLoughlin and E. Wilson (both of KDW) with recommendation	KGH	1.20	561.60

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Krystal Company Committee
Client 027768
Matter 0009
March 31, 2020
Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	regarding same (.7); conference with M. McLoughlin regarding same (.2).			
03/09/20	Emails, call with K. Hines (KDW) on bar date changes (.2); follow up call with S. Kulka (AGG) regarding same (.2).	MJM	0.40	280.80
03/10/20	Emails with L. Shermohammed (K&S) regarding incorporation of committee comments to bar date order.	KGH	0.20	93.60
03/10/20	Emails with E. Wilson (KDW) regarding revised bar date order.	MJM	0.20	140.40
03/11/20	Email from B. Baker (KS) regarding revised bar date order and claim form (.1); review same (.2); instruction to M. McLoughlin (KDW) regarding same (.1).	ERW	0.40	336.60
03/11/20	Review debtors further revisions to proposed bar date order to confirm incorporation of Committee comments.	KGH	0.20	93.60
03/11/20	Emails with K. Hines (KDW) regarding bar date order and notice (.1) and review same (.2).	MJM	0.30	210.60
03/12/20	Further emails from S. Kulka (AG) M. McLoughlin and K. Hines (both of KDW) and B. Baker (KS) regarding bar date order (.1); review revised order (.1).	ERW	0.20	168.30
03/12/20	Further review of minor change to bar date order wording (.2); email to S. Kulka (AGG) regarding no objection to bar date order in advance of next week's hearing (.2).	KGH	0.40	187.20

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Krystal Company Committee
Client 027768
Matter 0009
March 31, 2020
Page 4

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/12/20	Emails (2x) with M. Kuan (FTI) regarding form for monthly fee statements.	KGH	0.30	140.40
03/12/20	Emails with S. Kulka (AGG) regarding bar date hearing.	MJM	0.20	140.40
03/16/20	Review filed redline of bar date order, notice, and form.	MJM	0.20	140.40
03/17/20	Review order and notice setting bar date.	KGH	0.20	93.60
03/25/20	Emails with K. Carson (RIC) on bar date, claim process.	MJM	0.20	140.40

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Client 027768
Matter 0009
March 31, 2020
Page 5

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Krystal Company Committee
Client 027768
Matter 0009
March 31, 2020
Page 6

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	1.90	841.50	\$1,598.85
KGH	Hines, Kayci	6.00	468.00	2,808.00
MJM	McLoughlin, Maeghan J	3.50	702.00	2,457.00

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101 Park Avenue
New York, NY 10128

March 31, 2020
Invoice No. 2786551

027768 Krystal Company Committee
0011 Committee and Creditor Communications

Account Summary and Remittance Form

Legal Services:	\$27,683.00
Less 10% Discount:	(\$2,768.30)
Total Fees Due:	\$24,914.70
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$24,914.70

Terms: Payment Due on or Before April 30, 2020

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ACCOUNT #: 135-046110

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March 31, 2020

Invoice No. 2786551

Client 027768
Matter 0011 Committee and Creditor Communications

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/01/20	Revise/update talking points (.1); emails with E. Wilson (KDW) regarding same (.2).	MJM	1.30	\$912.60
03/02/20	Review and comment on update to committee (.1); review and comment on talking points (.6); instruction to M. McLoughlin (KDW) regarding same (.1).	ERW	0.80	673.20
03/02/20	Prepare fully executed bylaws.	KGH	0.30	140.40
03/02/20	Draft committee update on cash collateral order and bid procedures (.8); emails with T. Atkinson (Ulmer) (.2) and H. Urrichio (PBGC) (.2) regarding requested revisions to bid procedures.	MJM	1.20	842.40
03/03/20	Emails to M. McLoughlin (KDW) regarding cancellation of tomorrow's call (.2); review committee update (.1); instruction to M. McLoughlin (KDW) regarding same (.1).	ERW	0.40	336.60
03/03/20	Draft hearing summary regarding contested hearing (.9) and revise same (.3); emails with C. Zucker (FTI) regarding committee update (.2).	MJM	1.40	982.80
03/04/20	Review M. McLoughlin (KDW) update to committee (.1); instruction to M. McLoughlin	ERW	0.20	168.30

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Client 027768
Matter 0011
March 31, 2020
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/04/20	(KDW) regarding same (.1). Revise individual emails to UCC members (.3); draft committee update on bar date, sale, entered orders (.9); revise and send same (.3).	MJM	1.50	1,053.00
03/05/20	Emails with K. Hines (KDW) (.1), A. Matthews (Tombras) (.1), J. Stauffer (SLM) (.1), H. Urrichio (PBGC) (.1), C. Marshall (Coca-Cola) (.1), M. Rogers (NCR) (.1), C. Cromer (Flowers) (.1), K. Carson (Realty) (.2) and P. Rosenblatt (KT) (.1) regarding claims bar date.	ERW	1.00	841.50
03/05/20	Individual emails to each committee member regarding scheduled claim and preference exposure (1.6); follow up emails with Flowers, Realty Income, and NRC regarding same (.6); conferences (3x) with M. McLoughlin about responses to individual creditor inquiries (.3).	KGH	2.50	1,170.00
03/05/20	Call with E. Wilson (KDW), S. Kulka (AGG), and C. Zucker (FTI) regarding committee update, next hearing, next steps (.4); follow up call with S. Kulka (AGG) regarding same (.4); conferences with K. Hines (KDW) (multiple) over individual creditor emails and responses to same (.3).	MJM	1.10	772.20
03/09/20	Emails with M. McLoughlin (KDW), D. Laddin (AG) and C. Zucker (FTI) regarding rescheduling committee call (.2); conference (.2) and emails (.2) with M. McLoughlin	ERW	1.20	1,009.80

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March 31, 2020
Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	(KDW) regarding talking points for Thursday's call and hearing; review talking points (.4); instruction to M. McLoughlin (KDW) regarding same (.2).			
03/09/20	Draft committee update on weekly call (.2); follow up emails with FTI and AGG regarding same (.1); call with E. Wilson regarding talking points (.2) and follow up emails regarding same (.2); email with R. Lemisch (BF) regarding timing of call (.1); draft talking points for committee call (1.9);	MJM	2.70	1,895.40
03/10/20	Revise talking points (.3); emails with E. Wilson (KDW) regarding agenda and talking points (.3).	MJM	0.60	421.20
03/11/20	Review agenda for tomorrow's call (.1); instruction to M. McLoughlin (KDW) regarding same (.1); emails with M. McLoughlin (KDW) regarding talking points for Thursday's call and FTI materials (.2); review and revise talking points (.7); update to committee regarding tomorrow's call (.1).	ERW	1.20	1,009.80
03/11/20	Calls with C. Zucker and M. Kuan (both FTI) to prepare for tomorrow's call (.1); emails with E. Wilson regarding talking points and lien review (.2); correspondence on lien review with B. Feder (KDW) (.2); draft agenda for call (.1); emails with the committee on tomorrow's call (.2).	MJM	0.80	561.60

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March 31, 2020
Page 4

Date	Description	Tkpr	Hours	Amount
03/12/20	Emails with C. Marshall (Coca-Cola) regarding case issues, set-off concerns, claims issues and today's call (.4); confer with M. McLoughlin (KDW) and C. Zucker (FTI) preparatory to today's call (.3); prepare for (.3) and conduct (.5) today's committee call; follow-up with M. McLoughlin (KDW) regarding next steps (.2); emails to M. McLoughlin (KDW) regarding today's call (.2).	ERW	1.90	1,598.85
03/12/20	Call with E. Wilson (KDW) and FTI team preparatory to committee call (.3) and attend committee call (.5); follow up conference with E. Wilson (KDW) (.1); call with M. Rogers (NCR) to summarize committee call (.2); emails with P. Rosenblatt (KTS) regarding committee call, sale process update (.3).	MJM	1.40	982.80
03/16/20	Conference call (.3) and emails (.2) with C. Marshall (Coca-Cola) regarding case status, claim and U.S. Foods program; briefly review transaction documents (.3); emails with M. McLoughlin (KDW) regarding this week's committee call (.2).	ERW	1.00	841.50
03/16/20	Emails with E. Wilson regarding UCC call, agenda for same.	MJM	0.20	140.40
03/17/20	Review update to committee regarding tomorrow's call (.1); email to M. McLoughlin (KDW) regarding same (.1); emails with C.	ERW	0.40	336.60

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Client 027768
Matter 0011
March 31, 2020
Page 5

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	Marshall (Coca-Cola) regarding sale update (.2).			
03/17/20	Call with E. Wilson (KDW) regarding hearing update (.2); draft committee update on sale process, sales, cash flow, and bar dates (.9); revise and send same (.2).	MJM	1.30	912.60
03/19/20	Emails with C. Marshall (Coca-Cola) regarding U.S. Foods payments.	ERW	0.20	168.30
03/23/20	Instruction to M. McLoughlin (KDW) regarding Wednesday's call.	ERW	0.10	84.15
03/23/20	Call with E. Wilson (KDW), C. Zucker, and M. Kuan (both FTI) preparatory to weekly committee call (.3); draft talking points for committee call (2.2); review lien memo in connection with same (.3).	MJM	2.80	1,965.60
03/24/20	Review and revise talking points for tomorrow's call (.8); confer with M. McLoughlin (KDW) regarding same, FTI materials (.2); emails with K. Carsons (RI) and J. Carr (KDW) regarding rent relief (.3); review and comment on agenda for tomorrow's call (.1); instruction to M. McLoughlin (KDW) regarding same (.1); emails with M. Kuan (FTI) regarding presentation for tomorrow's call (.1); review same (.1); emails with M. McLoughlin (KDW) and M. Kuan (FTI) regarding committee update (.1); review FTI report (.2).	ERW	2.00	1,683.00

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Krystal Company Committee
Client 027768
Matter 0011
March 31, 2020
Page 6

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/24/20	Revise talking points (.3) and draft agenda (.2); emails with C. Zucker and M. Kuan (both FTI) regarding committee update and agenda (.1); follow up call with E. Wilson (KDW) regarding committee call (.2) and email committee (.2).	MJM	1.00	702.00
03/25/20	Call with S. Simms (FTI) regarding today's committee call (.3); conduct today's call (.7); follow-up call (.3) and emails (.2) with S. Simms (FTI), K. Carson (Realty) and C. Marshall (Coca-Cola) regarding same next steps; update to committee regarding claims bar date (.1).	ERW	1.60	1,346.40
03/25/20	Participate in professionals call preparatory to UCC call (.3); participate in UCC call (.7) and follow up call with C. Marshall (Coke) and K. Carson (RIC) (.4).	MJM	1.40	982.80
03/31/20	Emails to M. McLoughlin (KDW) regarding cancellation of tomorrow's call.	ERW	0.20	168.30
03/31/20	Draft committee update cancelling call.	MJM	0.30	210.60

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Page 7

Total Original Fees for this Matter:	\$27,683.00
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Total Fees Due:	\$24,914.70
Total For This Matter:	\$24,914.70
Total this Invoice	\$24,914.70

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Page 8

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	12.20	841.50	\$10,266.30
KGH	Hines, Kayci	2.80	468.00	1,310.40
MJM	McLoughlin, Maeghan J	19.00	702.00	13,338.00

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c/o James Carr
101 Park Avenue
New York, NY 10128

March 31, 2020
Invoice No. 2786552

027768 Krystal Company Committee
0012 Business Operations

Account Summary and Remittance Form

Legal Services:	\$9,450.00
Less 10% Discount:	(\$945.00)
Total Fees Due:	\$8,505.00
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$8,505.00</u>

Terms: Payment Due on or Before April 30, 2020

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Invoice No. 2786552

Client 027768
Matter 0012 Business Operations

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/05/20	Review schedules (.9) and SOFAs (1.2); review reporting arrangement between K. Schnuabelt and Province team (.3); follow up emails regarding same (.2).	MJM	2.60	\$1,825.20
03/06/20	Review amended OCP list for added locations (.2); phone call with M. McLoughlin (KDW) regarding same (.2).	KGH	0.40	187.20
03/09/20	Emails with L. Shermohammed (KS), M. McLoughlin (KDW) and S. Kulka (AG) regarding debtors' OCP request (.2); briefly review schedules (.3).	ERW	0.50	420.75
03/09/20	Review adequate assurance letter and deposit request (.2); review amended OCP list and emails with S. Kulka regarding same (.2); emails with L. Shermohammed (KS) regarding Edelman OCP declaration and review same (.2).	MJM	0.60	421.20
03/10/20	Emails with M. McLoughlin (KDW) and S. Kulka (AG) regarding OCPs, claim waivers.	ERW	0.20	168.30
03/10/20	Phone conference with L. Shermohammed (K&S) regarding proposed OCP, Edelman, retention (.2); review bankruptcy code 327 (a)	KGH	0.60	280.80

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AFFILIATE OFFICE:
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Krystal Company Committee
Client 027768
Matter 0012
March 31, 2020
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	in connection with same (.2); review declaration in support of Edelman retention (.2)			
03/10/20	Emails with S. Kulka (AGG) and E. Wilson (KDW) regarding additional OCPs (.2); emails with M. Kuan and E. Wilson (KDW) regarding financial report (.2).	MJM	0.40	280.80
03/11/20	Email from M. Kuan (FTI) regarding financial report (.1); review same (.3); instruction to M. McLoughlin (KDW) regarding same (.1); review revised report (.2).	ERW	0.70	589.05
03/11/20	Email to M. McLoughlin regarding signoff on OCP (.2); email to L. Shermohammed (K&S) regarding same (.2).	KGH	0.40	187.20
03/11/20	Review FTI materials on budget variances, schedules/SOFA review (.5); emails with M. Kuan (FTI) regarding additional changes (.2).	MJM	0.70	491.40
03/12/20	Emails from J. Simpson (AM) regarding weekly cash report (.1); review report (.2).	ERW	0.30	252.45
03/16/20	Update from S. Kulka (AG) regarding disposition of call with J. Tibus (AM) (.2); conference call with M. McLoughlin (KDW), S. Kulka (AG) and C. Zucker (FTI) regarding same (.5); emails with M. Kuan (FTI) regarding cash report (.2).	ERW	0.90	757.35
03/16/20	Call with FTI and AGG teams to discuss sales, sale process, and cash flow.	MJM	0.50	351.00
03/18/20	Confer with E. Wilson on case status (.1);	MJM	0.20	140.40

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Krystal Company Committee
Client 027768
Matter 0012
March 31, 2020
Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	emails with S Border (KS) regarding financing and sales (.1).			
03/19/20	Emails with J. Simpson (AM) regarding weekly cash report (.1); review same (.2); forward to C. Zucker (FTI) with inquiry (.1).	ERW	0.40	336.60
03/19/20	Analyze DIP variance reports.	MJM	0.30	210.60
03/20/20	Emails with S. Borders (KS), E. Wilson (KDW), and S. Kulka (AGG) regarding sales and cash collateral budget.	MJM	0.30	210.60
03/23/20	Email from M. Kuan (FTI) regarding A&M report regarding cash flow, business update (.1); review report (.3).	ERW	0.40	336.60
03/23/20	Review A&M sales and operations report (.5); emails with M. Kuan (FTI) and E. Wilson (KDW) regarding royalty payments to affiliate (.2).	MJM	0.70	491.40
03/24/20	Review status of Debtors payment of monthly rent for impact on cases.	KGH	0.20	93.60
03/24/20	Review (.1) and comment on (.2) FTI weekly report of business operations.	MJM	0.30	210.60
03/26/20	Email from J. Simpson (AM) regarding weekly cash report (.1); forward to FTI with instruction (.1).	ERW	0.20	168.30
03/31/20	Review status of sale and debtors budget for impact on cases.	KGH	0.20	93.60

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Krystal Company Committee
Client 027768
Matter 0012
March 31, 2020
Page 4

Total Original Fees for this Matter:	\$9,450.00
Less 10% Discount:	\$945.00
Total Fees Due:	\$8,505.00
Total For This Matter:	\$8,505.00
Total this Invoice	\$8,505.00

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Krystal Company Committee
Client 027768
Matter 0012
March 31, 2020
Page 5

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	3.60	841.50	\$3,029.40
KGH	Hines, Kayci	1.80	468.00	842.40
MJM	McLoughlin, Maeghan J	6.60	702.00	4,633.20

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP
ATTN: TREASURER'S DEPARTMENT
101 PARK AVENUE
NEW YORK, NEW YORK 10178
(212) 808-7800

PAYMENT BY WIRE:

JP MORGAN CHASE, N.A.
ABA #:021-000-021
SWIFT CODE: CHASUS33
ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
PLEASE INDICATE CLIENT, MATTER AND
INVOICE NUMBER AS PAYMENT REFERENCE

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101 Park Avenue
New York, NY 10128

March 31, 2020
Invoice No. 2786553

027768 Krystal Company Committee
0013 Court Hearings

Account Summary and Remittance Form

Legal Services:	\$25,498.50
Less 10% Discount:	(\$2,549.85)
Total Fees Due:	\$22,948.65
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$22,948.65

Terms: Payment Due on or Before April 30, 2020

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ACCOUNT #: 135-046110

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New York, NY 10128

March 31, 2020

Invoice No. 2786553

Client 027768
Matter 0013 Court Hearings

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/01/20	Emails to M. McLoughlin (KDW) regarding hearing outline (.2); calls with S. Borders (KS) (.3), S. Kulka (AG) (.5) and C. Zucker (FTI) (.4) regarding Tuesday's hearing, open items; review and revise hearing outline (.8).	ERW	2.20	\$1,851.30
03/02/20	Call with M. McLoughlin (KDW), S. Kulka (AG), C. Zucker and M. Kuan (both of FTI) regarding open issues for Tuesday's hearing, next steps (.8); follow-up calls (2x) with S. Kulka (AG) regarding same (.5); emails with P. Rosenblatt (KT) regarding tomorrow's hearing, solvency (.2); review and comment on update to committee regarding tomorrow's hearing (.2); further review and revise talking points for tomorrow's hearing (1.4); review the following preparatory to tomorrow's hearing: committee cash collateral objection (.3), WFB cash collateral objection (.3), latest budget (.3), latest bid procedures (.2), cash collateral order (.2) and further revised third interim order (.3); travel to Atlanta for hearing (2.9).	ERW	7.60	6,395.40
03/02/20	Call with E. Wilson (KDW), S. Kulka (AGG), MJM	MJM	1.40	982.80

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Krystal Company Committee
Client 027768
Matter 0013
March 31, 2020
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	and C. Zucker (FTI) regarding open items for March 3 hearing (.8); follow up call with S. Kulka (AGG) regarding March 3 hearing (.3); draft talking points for March 3 hearing (.3).			
03/03/20	Prepare for (1.4) and attend (2.9) omnibus hearing; follow-up meeting with S. Kulka (AG), WFB counsel and debtors' counsel regarding revised bid and cash collateral orders (1.2); follow-up call with M. McLoughlin (KDW) regarding disposition of hearing and next steps (.2); emails with S. Kulka (AG) regarding hearing transcript (.2); return travel to New York (5.2).	ERW	11.10	9,340.65
03/03/20	Prepare for (.2) and participate in contested hearing (2.2); follow up conference with E. Wilson (KDW) regarding hearing outcome (.3).	MJM	2.70	1,895.40
03/04/20	Telephone calls with C. Zucker (FTI) (.2), S. Kulka (AG) (.2) regarding yesterday's hearing, budget, next steps.	ERW	0.40	336.60
03/05/20	Further emails with S. Kulka (AG) regarding hearing transcript.	ERW	0.20	168.30
03/06/20	Telephone calls with L. Fiorenza (BC) (.3) and C. Marshall (Coca-Cola) (.3) regarding disposition of hearing, next steps.	ERW	0.60	504.90
03/13/20	Emails with L. Shermohammed (KS), D. Laddin (AG) and M. McLoughlin (KDW) regarding telephonic appearance next week.	ERW	0.20	168.30

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Krystal Company Committee
Client 027768
Matter 0013
March 31, 2020
Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/16/20	Review agenda for hearing (.1); emails with E. Wilson regarding hearing (.2).	MJM	0.30	210.60
03/17/20	Review bar date papers preparatory to today's hearing (.3); participate telephonically on today's hearing (.2); follow-up call with M. McLoughlin (KDW) regarding next steps, UCC update (.2).	ERW	0.70	589.05
03/24/20	Email from S. Kulka (AG) regarding rescheduling hearing.	ERW	0.10	84.15
03/24/20	Emails with S. Kulka regarding updated hearing time and update calendar.	MJM	0.20	140.40
03/30/20	Emails with E. Wilson (KDW) regarding April 1 hearing (.2) and begin preparation for same (.2).	MJM	0.40	280.80

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Client 027768
Matter 0013
March 31, 2020
Page 4

Total Original Fees for this Matter:	\$25,498.50
Less 10% Discount:	\$2,549.85
Total Fees Due:	\$22,948.65
Total For This Matter:	\$22,948.65
Total this Invoice	\$22,948.65

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March 31, 2020
Page 5

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	23.10	841.50	\$19,438.65
MJM	McLoughlin, Maeghan J	5.00	702.00	3,510.00

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March 31, 2020
Invoice No. 2786554

027768 Krystal Company Committee
0014 Relief From Stay/Adequate Protection

Account Summary and Remittance Form

Legal Services:	\$499.00
Less 10% Discount:	(\$49.90)
Total Fees Due:	\$449.10
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$449.10

Terms: Payment Due on or Before April 30, 2020

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March 31, 2020

Invoice No. 2786554

Client 027768
Matter 0014 Relief From Stay/Adequate Protection

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/16/20	Emails with S. Kulka (AG) and J. Dutson (KS) regarding Plair's lift stay motion.	ERW	0.20	\$168.30
03/16/20	Review Plair stay relief motion (.3) and emails with S. Kulka (AGG) regarding same (.1).	MJM	0.40	280.80

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Client 027768
Matter 0014
March 31, 2020
Page 2

Total Original Fees for this Matter:	\$499.00
Less 10% Discount:	\$49.90
Total Fees Due:	\$449.10
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Matter 0014
March 31, 2020
Page 3

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	0.20	841.50	\$168.30
MJM	McLoughlin, Maeghan J	0.40	702.00	280.80

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New York, NY 10128

March 31, 2020
Invoice No. 2786555

027768 Krystal Company Committee
0019 Meetings/Communications with Debtors

Account Summary and Remittance Form

Legal Services:	\$2,665.50
Less 10% Discount:	(\$266.55)
Total Fees Due:	\$2,398.95
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$2,398.95</u>

Terms: Payment Due on or Before April 30, 2020

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ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #: 135-046110

PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER

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March 31, 2020

Invoice No. 2786555

Client 027768
Matter 0019 Meetings/Communications with Debtors

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/01/20	Emails with S. Borders (KS) regarding status call (.1); emails from S. Willet (ML), S. Kulka (AG) and R. Williamson (SW) regarding open issues (.1).	ERW	0.20	\$168.30
03/18/20	Emails with S. Borders (KS) regarding case status.	ERW	0.20	168.30
03/18/20	Emails with S. Borders regarding case status, scheduling conference call.	MJM	0.20	140.40
03/19/20	Further emails with S. Borders (KS) regarding case status.	ERW	0.20	168.30
03/20/20	Further emails with S. Borders (KS) regarding status.	ERW	0.20	168.30
03/23/20	Prepare issues list for today's call with S. Borders (KS) (.3); conference call with M. McLoughlin (KDW) and S. Borders (KS) regarding status, next steps (.4); follow-up call with M. McLoughlin (KDW) regarding same (.3); emails with M. Kuan and C. Zucker (both of FTI) regarding same (.3).	ERW	1.30	1,093.95
03/23/20	Calls with E. Wilson (KDW) and S. Borders (KS) regarding sale process, impact of coronavirus (.4); follow up conference with E.	MJM	0.70	491.40

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Krystal Company Committee
Client 027768
Matter 0019
March 31, 2020
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	Wilson (KDW) (.3).			

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Matter 0019
March 31, 2020
Page 3

Total Original Fees for this Matter:	\$2,665.50
Less 10% Discount:	\$266.55
Total Fees Due:	\$2,398.95
Total For This Matter:	\$2,398.95
Total this Invoice	\$2,398.95

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Krystal Company Committee
Client 027768
Matter 0019
March 31, 2020
Page 4

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	2.10	841.50	\$1,767.15
MJM	McLoughlin, Maeghan J	0.90	702.00	631.80

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ABA #:021-000-021
SWIFT CODE: CHASUS33
ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
PLEASE INDICATE CLIENT, MATTER AND
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RUN DATE: April 2, 2020 17:10:37

Billing Timekeeper: 01118 - Carr, James S
 Prebill #: 1697520
027768 - Krystal Company Committee
0001 - Case Administration

DATE THRU: March 31, 2020

Page: 1
Responsible Timekeeper: 01118 - Carr, James S
 FORMAT 021DISC10

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 New York, NY 10128

Other Charges/Disbursements

Atty ID	Attorney	Date	Description	Bill Amount	Disp.	Disb Id
07383	McLoughlin , M.J.	03/02/20	Duplication	90.60	H T W	8667015
		03/09/20	Duplication	7.60	H T W	8668076
		03/16/20	Duplication	1.40	H T W	8669242
04057	Vicinanza , M.M.	03/09/20	VENDOR: CourtCall, LLC-6383 Arizona Circle INVOICE#: CCDA072481-3-9-20 DATE: 3/9/2020 Telephonic Court Appearance (CCID #10420312,)/ Telephone FEDEX Invoice # 695143894 027768-0001 SHIPPED ON 03/02/2020 FROM: Marie Vicinanza 29th Floor NEW YORK NY 10178, TO: Amber Deese, Arnall Golden Gregory LLP, 171 17th Street NW Suite 2100 ATLANTA, GA 30363 USCourier	72.00	H T W	8667917
05395	Wilson , E.R.	03/02/20	VENDOR: Wilson, Eric R. INVOICE#: 4094745203232108 DATE: 3/23/2020 Attend omnibus hearing in Atlanta Transaction Date: 03/02/20; Flight to Atlanta to attend omnibus hearing; 03/02/2020 - 03/03/2020; Atlanta/ Long Distance Travel	536.20	H T W	8670246
05395	Wilson , E.R.	03/03/20	VENDOR: Wilson, Eric R. INVOICE#: 4094745203232108 DATE: 3/23/2020	238.70	H T W	8670247

RUN DATE: April 2, 2020 17:10:37

Billing Timekeeper: 01118 - Carr, James S
Prebill #: 1697520
027768 - Krystal Company Committee
0001 - Case Administration

DATE THRU: March 31, 2020

Page: 2

Responsible Timekeeper: 01118 - Carr, James S
FORMAT 021DISC10

Other Charges/Disbursements

Atty ID	Attorney	Date	Description	Bill Amount	Disp.	Disb Id
05395	Wilson , E.R.	03/02/20	Attend omnibus hearing in AtlantaTransaction Date: 03/03/20; Flight to NY from Atlanta after attending omnibus hearing (since there were delays with the flight to Westchester, Eric flew into LaGuardia - fare price was same as Westchester); 03/02/2020 - 03/03/2020; Atlanta/NY/ Long Distance Travel VENDOR: Wilson, Eric R. INVOICE#: 4094745203232108 DATE: 3/23/2020	38.52	H T W	8670250
05395	Wilson , E.R.	03/03/20	Attend omnibus hearing in AtlantaTransaction Date: 03/02/20; Cab from Atlanta airport to hotel in connection with attending omnibus hearing; Airport/Hotel/ Cab Service VENDOR: Wilson, Eric R. INVOICE#: 4094745203232108 DATE: 3/23/2020	31.89	H T W	8670251
05395	Wilson , E.R.	03/03/20	Attend omnibus hearing in AtlantaTransaction Date: 03/03/20; Cab from restaurant to airport in connection with attending omnibus hearing; To Atlanta Airport/ Cab Service VENDOR: Wilson, Eric R. INVOICE#: 4094745203232108 DATE: 3/23/2020	144.00	H T W	8670252
05395	Wilson , E.R.	03/03/20	Attend omnibus hearing in AtlantaTransaction Date: 03/03/20; Cab from airport to home in connection with attending omnibus hearing; LGA/Home/ Cab Service VENDOR: Wilson, Eric R. INVOICE#: 4094745203232108 DATE: 3/23/2020	9.62	H T W	8670249
05395	Wilson , E.R.	03/03/20	Attend omnibus hearing in AtlantaTransaction Date: 03/03/20; Meals in connection with attending omnibus hearing; Eric Wilson/ Meals VENDOR: Wilson, Eric R. INVOICE#: 4094745203232108 DATE: 3/23/2020	541.62	H T W	8670248
			Attend omnibus hearing in AtlantaTransaction Date: 03/03/20; Hotel in Atlanta in connection with attending omnibus hearing; 03/02/2020 - 03/03/2020; Twelve/ Lodging			

RUN DATE: April 2, 2020 17:10:37

Billing Timekeeper: 01118 - Carr, James S

Prebill #: 1697520

027768 - Krystal Company Committee**0001 - Case Administration**

DATE THRU: March 31, 2020

Page: 3

Responsible Timekeeper: 01118 - Carr, James S

FORMAT 021DISC10

Other Charges/Disbursements

Atty ID	Attorney	Date	Description	Bill Amount	Disp.	Disb Id
05395	Wilson , E.R.	03/09/20	VENDOR: CT Lien Solutions INVOICE#: 03244299 DATE: 3/9/2020 Search Fees re Krystal Holdings Inc., K-Square Acquisition Co LLC and The Krystal Company/ Search	360.40	H T W	8669058
			Totals:	\$2,100.23		

RUN DATE: April 2, 2020 17:10:37

Billing Timekeeper: 01118 - Carr, James S
Prebill #: 1697520
027768 - Krystal Company Committee
0001 - Case Administration

DATE THRU: March 31, 2020

Page: 4
Responsible Timekeeper: 01118 - Carr, James S
FORMAT 021DISC10

Other Charges Summary		Amount	Disp
000203	Duplication	99.60	H T W
000204	Telephone	72.00	H T W
000206	Courier	27.68	H T W
000212	Long Distance Travel	774.90	H T W
000225	Cab Service	214.41	H T W
000226	Meals	9.62	H T W
000247	Lodging	541.62	H T W
000248	Search	360.40	H T W
	Total	2,100.23	

Kelley Drye & Warren LLP Total March 2020 Fees & Expenses Due

Total March Fees Due:	\$146,493.90
Total February Expenses Due:	\$2,100.23
Total February Fees and Expenses Due:	\$148,594.13

Kelley Drye & Warren LLP Payment Information – Wire or ACH

Bank Name:	JP Morgan Chase Bank, N.A.
ABA No.:	021-000-021
Bank Address:	270 Park Avenue New York, NY 10017
Account Name:	Kelley Drye & Warren LLP
Account No.:	135046110
SWIFT Code:	CHASUS33

Kelley Drye & Warren LLP March 2020 Fee Summary Breakdown By Matter

Matter 0001: Case Administration			
Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	0.7	\$589.05
MJM	McLoughlin, Maeghan J.	0.5	\$351.00
Totals for Matter 0001: Case Administration		1.2	\$940.05

Matter 0003: Retention Matters (Applications & Objections)			
Timekeeper Code	Timekeeper	Hours	Amount
JSC	Carr, James S.	1.7	\$1,453.50
ERW	Wilson, Eric R.	0.5	\$420.75
MJM	McLoughlin, Maeghan J.	1.3	\$912.60
KGH	Hines, Kayci G.	5.0	\$2,340.00
MMV	Vicinanza, Marie M.	0.3	\$82.35
Totals for Matter 0003: Retention Matters		8.8	\$5,209.20

Matter 0004: Fee Matters (Applications & Objections)			
Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	3.6	\$3,029.40
MJM	McLoughlin, Maeghan J.	6.5	\$4,563.00
KGH	Hines, Kayci G.	6.3	\$2,948.40
MMV	Vicinanza, Marie M.	4.1	\$1,125.45
Totals for Matter 0004: Fee Matters		20.5	\$11,666.25

Matter 0005: Financing and Cash Collateral			
Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	29.7	\$24,992.55
BDF	Feder, Benjamin D.	11.0	\$7,870.50
MJM	McLoughlin, Maeghan J.	29.6	\$20,779.20
DMK	Kubel, Diane M	0.9	\$247.05
Totals for Matter 0005: Financing and Cash Collateral		71.2	\$53,889.30

Matter 0006: Asset Analysis, Recovery and Disposition			
Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	4.5	\$3,786.75
MJM	McLoughlin, Maeghan J.	3.9	\$2,737.80
KGH	Hines, Kayci G.	1.4	\$655.20
Totals for Matter 0006: Asset Analysis, Recovery and Disposition		9.8	\$7,179.75

Matter 0007: Executory Contracts and Leases			
Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	1.4	\$1,178.10
MJM	McLoughlin, Maeghan J.	0.5	\$351.00
Totals for Matter 0007: Executory Contracts and Leases		1.9	\$1,529.10

Matter 0009: Claims Administration, Analysis & Objection

Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	1.9	\$1,598.85
MJM	McLoughlin, Maeghan J.	3.5	\$2,457.00
KGH	Hines, Kayci G.	6.0	\$2,808.00
Totals for Matter 0009:			
Claims Administration, Analysis & Objection		11.4	\$6,863.85

Matter 0011: Committee and Creditor Communications

Timekeeper Code	Timekeeper	Hours	Amount
EWR	Wilson, Eric R.	12.2	\$10,266.30
MJM	McLoughlin, Maeghan J.	19.0	\$13,338.00
KGH	Hines, Kayci G.	2.8	\$1,310.40
Totals for Matter 0011:			
Committee and Creditor Communications		34.0	\$24,914.70

Matter 0012: Business Operations

Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	3.6	\$3,029.40
MJM	McLoughlin, Maeghan J.	6.6	\$4,633.20
KGH	Hines, Kayci G.	1.8	\$842.40
Totals for Matter 0012: Business Operations		12.0	\$8,505.00

Matter 0013: Court Hearings

Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	23.1	\$19,438.65
MJM	McLoughlin, Maeghan J.	5.0	\$3,510.00
Totals for Matter 0013: Court Hearings		28.1	\$22,948.65

Matter 0014: Relief From Stay/Adequate Protection

Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	0.2	\$168.30
MJM	McLoughlin, Maeghan J.	0.4	\$280.80
Totals for Matter 0014:			
Relief From Stay/Adequate Protection		0.6	\$449.10

Matter 0019: Meetings/Communications with Debtors

Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	2.1	\$1,767.15
MJM	McLoughlin, Maeghan J.	0.9	\$631.80
Totals for Matter 0019:			
Meetings/Communications with Debtors		3.0	\$2,398.95

Kelley Drye & Warren LLP March 2020 Expense Breakdown

Courier	\$27.68
Duplication	\$99.60
Lodging	\$541.62
Travel	\$989.31
Meals	\$9.62
UCC/Lien Search	\$360.40
Telephone	\$72.00
Total Expenses:	\$2,100.23

Kelley Drye & Warren LLP Total April 2020 Fees & Expenses Due

Total April Fees Due:	\$122,505.30
Total April Expenses Due:	\$0.00
Total April Fees and Expenses Due:	\$122,505.30

Kelley Drye & Warren LLP Payment Information – Wire or ACH

Bank Name:	JP Morgan Chase Bank, N.A.
ABA No.:	021-000-021
Bank Address:	270 Park Avenue New York, NY 10017
Account Name:	Kelley Drye & Warren LLP
Account No.:	135046110
SWIFT Code:	CHASUS33

Kelley Drye & Warren LLP April 2020 Fee Summary Breakdown By Matter

Matter 0002: Pleadings Review			
Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	0.8	\$673.20
MJM	McLoughlin, Maeghan J.	1.1	\$772.20
KGH	Hines, Kayci G.	0.2	\$93.60
Totals for Matter 0001: Pleadings Review		2.1	\$1,539.00

Matter 0004: Fee Matters (Applications & Objections)			
Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	1.5	\$1,262.25
MJM	McLoughlin, Maeghan J.	1.3	\$912.60
KGH	Hines, Kayci G.	4.0	\$1,872.00
MMV	Vicinanza, Marie M.	2.3	\$631.35
Totals for Matter 0004: Fee Matters		9.1	\$4,678.20

Matter 0005: Financing and Cash Collateral			
Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	12.4	\$10,434.60
BDF	Feder, Benjamin D.	2.4	\$1,717.20
MJM	McLoughlin, Maeghan J.	11.2	\$7,862.40
Totals for Matter 0005: Financing and Cash Collateral		26.0	\$20,014.20

Matter 0006: Asset Analysis, Recovery and Disposition			
Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	23.3	\$19,606.95
JRA	Adams, Jason R.	18.0	\$13,122.00
MJM	McLoughlin, Maeghan J.	37.5	\$26,325.00
KGH	Hines, Kayci G.	0.8	\$374.40
Totals for Matter 0006: Asset Analysis, Recovery and Disposition		79.6	\$59,428.35

Matter 0007: Executory Contracts and Leases			
Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	1.0	\$841.50
MJM	McLoughlin, Maeghan J.	1.3	\$912.60
KGH	Hines, Kayci G.	3.6	\$1,684.80
MMV	Vicinanza, Marie M.	0.1	\$27.45
Totals for Matter 0007: Executory Contracts and Leases		6.0	\$3,466.35

Matter 0009: Claims Administration, Analysis & Objection			
Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	0.6	\$504.90
MJM	McLoughlin, Maeghan J.	0.3	\$210.60
Totals for Matter 0009: Claims Administration, Analysis & Objection		0.9	\$715.50

Matter 0011: Committee and Creditor Communications			
Timekeeper Code	Timekeeper	Hours	Amount
EWR	Wilson, Eric R.	10.7	\$9,004.05
JRA	Adams, Jason R.	0.3	\$218.70
MJM	McLoughlin, Maeghan J.	22.2	\$15,584.40
KGH	Hines, Kayci G.	1.2	\$561.60
Totals for Matter 0011: Committee and Creditor Communications		34.4	\$25,368.75

Matter 0012: Business Operations			
Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	1.4	\$1,178.10
MJM	McLoughlin, Maeghan J.	0.7	\$491.40
Totals for Matter 0012: Business Operations		2.1	\$1,669.50

Matter 0013: Court Hearings			
Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	5.1	\$4,291.65
MJM	McLoughlin, Maeghan J.	1.9	\$1,333.80
Totals for Matter 0013: Court Hearings		7.0	\$5,625.45

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AFFILIATE OFFICE:
MUMBAI, INDIA

Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

April 30, 2020
Invoice No. 2789037

027768 Krystal Company Committee
0002 Pleadings Review

Account Summary and Remittance Form

Legal Services:	\$1,710.00
Less 10% Discount:	(\$171.00)
Total Fees Due:	\$1,539.00
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$1,539.00

Terms: Payment Due on or Before May 30, 2020

Please Return This Page With Your Payment

PAYMENT BY WIRE OR ACH IS PREFERRED:

BANK: JP MORGAN CHASE, N.A.

ABA #: 021-000-021

SWIFT CODE: CHASUS33

ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #: 135-046110

PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER

AS PAYMENT REFERENCE

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP

ATTN: TREASURER'S DEPARTMENT

101 PARK AVENUE

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(212) 808-7800

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Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

April 30, 2020

Invoice No. 2789037

Client 027768
Matter 0002 Pleadings Review

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/07/20	Review sale assumption notice for committee member impact.	KGH	0.20	\$93.60
04/07/20	Emails with E. Wilson (KDW) on tax/indemnity issue and hearing on stay relief motion.	MJM	0.20	140.40
04/08/20	Emails with M. McLoughlin (KDW) regarding critical upcoming dates.	ERW	0.10	84.15
04/08/20	Draft critical dates chart with April/May deadlines.	MJM	0.20	140.40
04/15/20	Emails with M. McLoughlin and K. Hines (both of KDW) regarding exclusivity and lease extensions.	ERW	0.20	168.30
04/15/20	Review exclusivity extension motion.	MJM	0.30	210.60
04/16/20	Review M. McLoughlin and K. Hines (both of KDW) regarding summary of exclusivity and lease extension motion; emails with S. Kulka (SG) and L. Shermohammed (KS) regarding Moses lift stay consent order (.1); briefly review same (.1).	ERW	0.40	336.60
04/26/20	Instruction to M. McLoughlin (KDW) regarding motion to terminate pension plan, Nashville bid.	ERW	0.10	84.15

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Krystal Company Committee
Client 027768
Matter 0002
April 30, 2020
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/26/20	Review distress termination motion.	MJM	0.40	280.80

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Krystal Company Committee
Client 027768
Matter 0002
April 30, 2020
Page 3

Total Original Fees for this Matter:	\$1,710.00
Less 10% Discount:	\$171.00
Total Fees Due:	\$1,539.00
Total For This Matter:	\$1,539.00
Total this Invoice	\$1,539.00

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Krystal Company Committee
Client 027768
Matter 0002
April 30, 2020
Page 4

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	0.80	841.50	\$673.20
KGH	Hines, Kayci	0.20	468.00	93.60
MJM	McLoughlin, Maeghan J	1.10	702.00	772.20

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP
ATTN: TREASURER'S DEPARTMENT
101 PARK AVENUE
NEW YORK, NEW YORK 10178
(212) 808-7800

PAYMENT BY WIRE:

JP MORGAN CHASE, N.A.
ABA #:021-000-021
SWIFT CODE: CHASUS33
ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
PLEASE INDICATE CLIENT, MATTER AND
INVOICE NUMBER AS PAYMENT REFERENCE

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AFFILIATE OFFICE:
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Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

April 30, 2020
Invoice No. 2789038

027768 Krystal Company Committee
0004 Fee Matters (Applications & Objections)

Account Summary and Remittance Form

Legal Services:	\$5,198.00
Less 10% Discount:	(\$519.80)
Total Fees Due:	\$4,678.20
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$4,678.20

Terms: Payment Due on or Before May 30, 2020

Please Return This Page With Your Payment

PAYMENT BY WIRE OR ACH IS PREFERRED:

BANK: JP MORGAN CHASE, N.A.

ABA #: 021-000-021

SWIFT CODE: CHASUS33

ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #: 135-046110

PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER

AS PAYMENT REFERENCE

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP

ATTN: TREASURER'S DEPARTMENT

101 PARK AVENUE

NEW YORK, NEW YORK 10178

(212) 808-7800

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c/o James Carr
101 Park Avenue
New York, NY 10128

April 30, 2020

Invoice No. 2789038

Client 027768
Matter 0004 Fee Matters (Applications & Objections)

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/01/20	Emails with M. McLoughlin and K. Hines (both of KDW) regarding April fee statement.	ERW	0.20	\$168.30
04/01/20	Emails with M. McLoughlin (KDW) regarding timing of February fee statement (.2); instruction to M. Vicinanza (KDW) regarding same (.3); draft March cover letter for fees (.2).	KGH	0.70	327.60
04/02/20	Emails with M. Kuan (FTI) and D. Laddin (AG) regarding fee statement (.1); emails with K. Hines, M. Vicinanza and M. McLoughlin (all of KDW) regarding fee statement (.2).	ERW	0.30	252.45
04/02/20	Review status of fee statement finalization (.2); emails with E. Wilson and M. McLoughlin (both KDW) regarding same (.2); review fee worksheet for correctness and completeness (.5).	KGH	0.90	421.20
04/02/20	Emails with K. Hines and M. Vicinanza (both KDW) to discuss fee statement (.2); prepare invoices (.2); review invoices for redaction (.9).	MJM	1.30	912.60
04/02/20	Review March invoices (.3) prepare fee statement worksheet (.8)	MMV	1.10	301.95

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Krystal Company Committee
Client 027768
Matter 0004
April 30, 2020
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/03/20	Emails with K. Hines (KDW) and D. Laddin (AG) regarding April fee statement (.2); review fee statement prior to service (.2).	ERW	0.40	336.60
04/03/20	Emails (2x) with M. Vicinanza (KDW) regarding timing of fee summary completion (.4); emails with M. McLoughlin and E. Wilson (2x) (both of KDW) regarding preparations for finalizing March fee statement (.4); revise fee summary (.7); email to S. Kulka (AG) with KDW March fee statement for service (.2); review case regarding fee statement objection deadline (.2); calendar objection deadline (.1).	KGH	2.00	936.00
04/03/20	Prepare 2nd fee statement (March) exhibit.	MMV	1.20	329.40
04/26/20	Emails with D. Laddin and S. Kulka (both of AG), C. Zucker (FTI) and S. Kulka regarding fee estimate for carve-out.	ERW	0.40	336.60
04/28/20	Emails to M. McLoughlin and M. Vicinanza (both of KDW) regarding May fee statement.	ERW	0.20	168.30
04/29/20	Emails with M. McLoughlin (KDW) regarding timing for filing third monthly fee statement (.2); instruction to M. Vicinanza (KDW) regarding preparations for same (.2).	KGH	0.40	187.20

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Krystal Company Committee
Client 027768
Matter 0004
April 30, 2020
Page 3

Total Original Fees for this Matter:	\$5,198.00
Less 10% Discount:	\$519.80
Total Fees Due:	\$4,678.20
Total For This Matter:	\$4,678.20
Total this Invoice	\$4,678.20

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Krystal Company Committee
Client 027768
Matter 0004
April 30, 2020
Page 4

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	1.50	841.50	\$1,262.25
KGH	Hines, Kayci	4.00	468.00	1,872.00
MJM	McLoughlin, Maeghan J	1.30	702.00	912.60
MMV	Vicinanza, Marie M	2.30	274.50	631.35

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP
ATTN: TREASURER'S DEPARTMENT
101 PARK AVENUE
NEW YORK, NEW YORK 10178
(212) 808-7800

PAYMENT BY WIRE:

JP MORGAN CHASE, N.A.
ABA #:021-000-021
SWIFT CODE: CHASUS33
ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
PLEASE INDICATE CLIENT, MATTER AND
INVOICE NUMBER AS PAYMENT REFERENCE

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AFFILIATE OFFICE:
MUMBAI, INDIA

Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

April 30, 2020
Invoice No. 2789039

027768 Krystal Company Committee
0005 Financing and Cash Collateral

Account Summary and Remittance Form

Legal Services:	\$22,238.00
Less 10% Discount:	(\$2,223.80)
Total Fees Due:	\$20,014.20
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$20,014.20

Terms: Payment Due on or Before May 30, 2020

Please Return This Page With Your Payment

PAYMENT BY WIRE OR ACH IS PREFERRED:

BANK: JP MORGAN CHASE, N.A.

ABA #: 021-000-021

SWIFT CODE: CHASUS33

ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #: 135-046110

PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER

AS PAYMENT REFERENCE

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP

ATTN: TREASURER'S DEPARTMENT

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101 Park Avenue
New York, NY 10128

April 30, 2020

Invoice No. 2789039

Client 027768
Matter 0005 Financing and Cash Collateral

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/01/20	Draft email to debtors' counsel regarding DACA agreements (.3); confer with E. Wilson (KDW) regarding same (.2).	BDF	0.50	\$357.75
04/01/20	Review proposed revised form of order (.1); emails with M. McLoughlin (KDW) and S. Kulka (AG) regarding lien review memo and second lien review (.2).	ERW	0.30	252.45
04/01/20	Review 3rd interim cash collateral order for challenge provisions (.2); call with R. Dorsey (PH) regarding same (.1); research scope of debtors' obligations (.9) and summarize same (.5); revise (.5) and finalize lien memo (.3).	MJM	2.50	1,755.00
04/02/20	Begin draft of lender stipulation for excluded collateral.	MJM	0.30	210.60
04/03/20	Email from R. Williamson (SW) regarding debtors' lien analysis (.1); review debtor's lien analysis (.3); emails with S. Kulka (AG) and M. McLoughlin (KDW) regarding same (.3).	ERW	0.70	589.05
04/03/20	Review case law on [REDACTED] (.4) and emails with E. Wilson (KDW) regarding same (.1); review and analyze debtors' statement on lenders' lien (.5);	MJM	1.10	772.20

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AFFILIATE OFFICE:
MUMBAI, INDIA

Krystal Company Committee
Client 027768
Matter 0005
April 30, 2020
Page 2

Date	Description	Tkpr	Hours	Amount
04/06/20	follow up emails with E. Wilson (KDW) (.1). Review memo from debtor's counsel regarding lien analysis (.3); analysis of issues regarding same (.3).	BDF	0.60	429.30
04/06/20	Conference call with C. Zucker (FTI) regarding NOLs, exclusion from liens, APA (.4); follow-up call with M. McLoughlin (KDW) regarding same (.2).	ERW	0.60	504.90
04/06/20	Further analyze debtors' statement regarding lenders liens (.4) and compare DACA schedule to schedules (.3); follow up with E. Wilson (KDW) regarding same (.1).	MJM	0.80	561.60
04/07/20	Conference call with E. Wilson (KDW), D. Laddin and S. Kulka (both of AG) regarding lien analysis (1.0); review Scraggins memo regarding same (.3).	BDF	1.30	930.15
04/07/20	Emails with S. Kulka (AG) regarding further lien analysis, NOLs, next steps (.2); review research regarding [REDACTED] (.2); emails with M. McLoughlin (KDW) regarding same (.2); conference call with B. Feder, M. McLoughlin (both of KDW), D. Laddin and S. Kulka (both of AG) regarding bank lien (1.0); follow up call with M McLoughlin (KDW) regarding same (.2).	ERW	1.80	1,514.70
04/07/20	Call with E. Wilson, B. Feder (both KDW) and D. Laddin and S. Kulka (both AG) regarding debtors' statement on lender liens	MJM	1.90	1,333.80

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BRUSSELS

AFFILIATE OFFICE:
MUMBAI, INDIA

Krystal Company Committee
Client 027768
Matter 0005
April 30, 2020
Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	(1.0); follow up call with E. Wilson (KDW) regarding same (.2); research [REDACTED] and send same to E. Wilson (KDW) (.7).			
04/08/20	Emails with M. McLoughlin (KDW) and C. Zucker (FTI) regarding budget (.1); emails with S. Kulka (AG) regarding [REDACTED] research (.3).	ERW	0.40	336.60
04/08/20	Review prior cash collateral order (.1) and emails with C. Zucker (FTI) regarding next budget (.1).	MJM	0.20	140.40
04/10/20	Emails with D. Laddin and S. Kulka (both of AG) regarding adequate protection issues (.2); emails with D. Laddin (AG) regarding demand, standing (.2).	ERW	0.40	336.60
04/10/20	Review sample standing motions (.2 and demand letters (.2) and send to S. Kulka and D. Laddin (both AG).	MJM	0.40	280.80
04/13/20	Multiple emails with D. Laddin and S. Kulka (both of AG), M. McLoughlin (KDW) and R. Williamson (SW) regarding further extension of cash collateral (1.2); emails with M. McLoughlin (KDW) and M. Kuan (FTI) regarding 5-week budget (.2); review same and detail (.4).	ERW	1.80	1,514.70
04/14/20	Confer with M. McLoughlin (KDW) regarding cash collateral budget, hearing (.2); emails with M. McLoughlin (KDW), S. Kulka (AG), R. Williamson (SW) and M. Kuan (FTI)	ERW	1.80	1,514.70

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PARSIPPANY
BRUSSELS

AFFILIATE OFFICE:
MUMBAI, INDIA

Krystal Company Committee
Client 027768
Matter 0005
April 30, 2020
Page 4

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	regarding budget, April rent (.5); emails with S. Kulka, D. Laddin (both of AG) and R. Dorsey (PH) regarding stipulated cash collateral order (.3); review and comment on same, reservation (.2); email from D. Laddin (AG) regarding standing motion (.1); initial review of same (.3); instruction to M. McLoughlin (KDW) regarding same (.1); review revised budget (.1).			
04/14/20	Review interim budget (.3) and related backup (.2); emails with C. Zucker (FTI) regarding rent payments, budget concerns (.2); call with E. Wilson regarding updated budget (.2); review stipulation resolving cash collateral order (.2); review standing motion (.4) and emails with D. Laddin (AG) (.1) regarding same.	MJM	1.60	1,123.20
04/15/20	Emails with R. Williamson (SW), R. Dorsey (PH) and S. Kulka (AG) regarding stipulated order and budget, committee signoff (.8); emails with M. McLoughlin (KDW) regarding revisions to standing motion (.2); preliminary review of same (.2).	ERW	1.20	1,009.80
04/15/20	Emails with E. Wilson (KDW) regarding changes to standing motion.	MJM	0.20	140.40
04/16/20	Review revised motion for standing (.3); emails with S. Kulka (AG) and M. McLoughlin (KDW) regarding same (.2).	ERW	0.50	420.75

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PARSIPPANY
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AFFILIATE OFFICE:
MUMBAI, INDIA

Krystal Company Committee
Client 027768
Matter 0005
April 30, 2020
Page 5

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/16/20	Analyze standing motion (.4); call with S. Kulka (AG) regarding same (.2); draft committee update on same (.2); make additional changes to standing motion before sending to Committee (.2) and emails with S. Kulka (AG) regarding same (.1); review DIP variance report (.2).	MJM	1.30	912.60
04/17/20	Further emails with S. Kulka (AG) regarding standing motion (.1); review revised motion (.2).	ERW	0.30	252.45
04/20/20	Emails with S. Kulka (AG) regarding standing motion.	ERW	0.20	168.30
04/20/20	Revise (.3), finalize (.2) standing motion.	MJM	0.50	351.00
04/21/20	Emails with J. Adams and M. McLoughlin (both of KDW) regarding APA revisions, administrative liabilities.	ERW	0.50	420.75
04/28/20	Email with M. Kuan (FTI) regarding two week budget (.1); review same (.1).	ERW	0.20	168.30
04/28/20	Review updated cash collateral budget.	MJM	0.20	140.40
04/29/20	Emails with S. Borders (KS), S. Kulka (AG), R. Williamson (SW) and C. Zucker (FTI) regarding latest budget (.3); emails with S. Kulka (AG), A. Ray (SW) and J. Edwards (AB) regarding stipulated cash collateral order (.4); review same (1).	ERW	0.80	673.20
04/29/20	Review budget and cash collateral stipulation.	MJM	0.20	140.40
04/30/20	Further emails with A. Ray (KS), M. McLoughlin (KDW) and S. Edwards (AB)	ERW	0.90	757.35

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BRUSSELS

AFFILIATE OFFICE:
MUMBAI, INDIA

Krystal Company Committee
Client 027768
Matter 0005
April 30, 2020
Page 6

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	regarding final revised cash collateral order (.3); review stipulated final order (.1); emails with S. Edwards (AB), J. Dutson (KS), M. McLoughlin (KDW) regarding 9019 motion (.2); review same (.2); instruction to M. McLoughlin (KDW) regarding same (.1).			

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AFFILIATE OFFICE:
MUMBAI, INDIA

Krystal Company Committee
Client 027768
Matter 0005
April 30, 2020
Page 7

Total Original Fees for this Matter:	\$22,238.00
Less 10% Discount:	\$2,223.80
Total Fees Due:	\$20,014.20
Total For This Matter:	\$20,014.20
Total this Invoice	\$20,014.20

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PARSIPPANY
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AFFILIATE OFFICE:
MUMBAI, INDIA

Krystal Company Committee
Client 027768
Matter 0005
April 30, 2020
Page 8

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
BDF	Feder, Benjamin D	2.40	715.50	\$1,717.20
ERW	Wilson, Eric	12.40	841.50	10,434.60
MJM	McLoughlin, Maeghan J	11.20	702.00	7,862.40

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP
ATTN: TREASURER'S DEPARTMENT
101 PARK AVENUE
NEW YORK, NEW YORK 10178
(212) 808-7800

PAYMENT BY WIRE:

JP MORGAN CHASE, N.A.
ABA #:021-000-021
SWIFT CODE: CHASUS33
ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
PLEASE INDICATE CLIENT, MATTER AND
INVOICE NUMBER AS PAYMENT REFERENCE

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Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

April 30, 2020
Invoice No. 2789045

027768 Krystal Company Committee
0006 Asset Analysis, Recovery and Disposition

Account Summary and Remittance Form

Legal Services:	\$66,031.50
Less 10% Discount:	(\$6,603.15)
Total Fees Due:	\$59,428.35
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$59,428.35

Terms: Payment Due on or Before May 30, 2020

Please Return This Page With Your Payment

PAYMENT BY WIRE OR ACH IS PREFERRED:

BANK: JP MORGAN CHASE, N.A.

ABA #: 021-000-021

SWIFT CODE: CHASUS33

ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #: 135-046110

PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER

AS PAYMENT REFERENCE

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP

ATTN: TREASURER'S DEPARTMENT

101 PARK AVENUE

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(212) 808-7800

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April 30, 2020

Invoice No. 2789045

Client 027768
Matter 0006 Asset Analysis, Recovery and Disposition

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/13/20	Emails with M. McLoughlin (KDW) and C. Zucker (FTI) regarding latest budget, sale process (.2); confer (.2) and emails (.2) with J. Feldsher (ML) regarding sale status; update to M. McLoughlin (KDW) (.1).	ERW	0.70	\$589.05
04/13/20	Emails with C. Zucker (FTI) on status of sale process.	MJM	0.20	140.40
04/14/20	Emails with S. Kulka (AG) and C. Zucker (FTI) regarding sale process.	MJM	0.20	140.40
04/16/20	Emails with K. Carson (RI) regarding claim (.2); follow up with M. Vicinanza (KDW) regarding same (.2).	MJM	0.40	280.80
04/17/20	Emails with E. Wilson (KDW) regarding amended sale notice.	MJM	0.20	140.40
04/18/20	Confer with C. Zucker (FTI) (.2) and S. Borders (KS) (.2) regarding stalking horse bid; email from J. Dutson (KS) regarding [REDACTED] bid (.1); briefly review APA (.2); emails with M. McLoughlin (KDW) regarding same (.2).	ERW	0.90	757.35
04/19/20	Confer with M. McLoughlin (KDW) regarding APA (.3); outline open issues (.3); emails with J. Dutson (KDS) (.1) and C. Zucker (FTI) (.1)	ERW	0.80	673.20

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PARSIPPANY
BRUSSELS

AFFILIATE OFFICE:
MUMBAI, INDIA

Krystal Company Committee
Client 027768
Matter 0006
April 30, 2020
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	regarding same.			
04/19/20	Review APA (1.3); call with E. Wilson (KDW) to discuss same (.3); emails with C. Zucker (FTI) to discuss same (.3); and draft list of questions for the debtors with respect to the APA (.7).	MJM	2.60	1,825.20
04/20/20	Conference call with M. McLoughlin (KDW) and C. Zucker (FTI) regarding [REDACTED] APA (.3); call with M. McLoughlin (KDW) regarding same (.3); conference call with M. McLoughlin (KDW), C. Zucker (FTI), S. Borders (KS), J. Tibus (AM) and K. Hosty (Piper) regarding same (.4); outline remaining issues with [REDACTED] APA (.3); conference call with D. Laddin (AG), C. Zucker (FTI) and M. McLoughlin (KDW) regarding same (.6); review and analyze FTI administrative liabilities projection (.3); emails with J. Dutson (KS) regarding updated APA (.2); emails to M. McLoughlin and J. Adams (both of KDW) regarding revisions to APA (.2).	ERW	2.60	2,187.90
04/20/20	Emails with M. McLoughlin (KDW) regarding cure amounts due (.2); review debtors cure schedule (.4).	KGH	0.60	280.80
04/20/20	Call with E. Wilson (KDW), C. Zucker, and M. Kuan (both of FTI) regarding stalking horse APA (.3); follow up call with E. Wilson (KDW) (.3); follow up email with S. Borders	MJM	4.90	3,439.80

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AFFILIATE OFFICE:
MUMBAI, INDIA

Krystal Company Committee
Client 027768
Matter 0006
April 30, 2020
Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	(KS), T. Stratton (PSC), and J. Tibus (AM) regarding APA (.1) emails with K. Carson (RI), K. Hines and M. Vicinanza (both KDW) regarding cure amounts (.3); call with S. Borders (KS), T. Stratton (PSC), and J. Tibus (AM), E. Wilson (KDW), C. Zucker (FTI) regarding draft APA (.4); follow up call with E. Wilson (KDW), C. Zucker and M. Kuan (both of FTI), and D. Laddin and S. Kulka (both AG) regarding next steps (.6); follow up call with E. Wilson (KDW) (.2); review disclosure schedules (.5); compare admin caps to debtors estimates (.3) mark up APA (1.7); email E. Wilson (KDW) regarding same (.2).			
04/21/20	Email correspondence with E. Wilson (KDW) regarding bids and assistance on sale process (.2); conference with M. McLoughlin (KDW) regarding same and APA analysis (.5); review draft of APA incorporating M. McLoughlin (KDW) initial comments (.9); review admin and cure claim chart from FTI in connection with assumed liabilities under APA and proposed assumption cap (.4); prepare notes with respect to further comments to draft stalking horse APA (1.8); email correspondence with E. Wilson (KDW) regarding same (.2); conference with M. McLoughlin (KDW) regarding same (.9);	JRA	5.60	4,082.40

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PARSIPPANY
BRUSSELS

AFFILIATE OFFICE:
MUMBAI, INDIA

Krystal Company Committee
Client 027768
Matter 0006
April 30, 2020
Page 4

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	follow up correspondence with E. Wilson (KDW) regarding assumed liabilities (.2); email correspondence from M. McLoughlin (KDW) regarding filing of stalking horse approval motion and hearing timing (.1); review M. McLoughlin (KDW) revisions to APA prior to sending to debtors (.3) and provide additional comments to same (.1).			
04/21/20	Call with J. Adams (KDW) to discuss APA, sale timeline, terms of bid (.5); analyze further revised APA (.3); call with J. Adams (KDW) to discuss revisions to APA (.9); analyze execution version of the APA (.4); analyze motion to approve SHB and break up fee (.3); incorporate comments to APA (2.2); follow up emails with E. Wilson and J. Adams (both KDW) regarding same (.3).	MJM	4.90	3,439.80
04/22/20	Review APA schedules (.4) and filed version of stalking horse APA (.2); email correspondence with M. McLoughlin (KDW) regarding same and follow up with debtors on UCC comments to stalking horse agreement (.1); update E. Wilson (KDW) regarding same (.2); conference with M. McLoughlin (KDW) regarding status of APA comments (.1).	JRA	1.00	729.00
04/22/20	Call with J. Adams (KDW) regarding status of APA comments (.1) and follow up with J. Dutson (KS) regarding same (.1); email with	MJM	0.30	210.60

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AFFILIATE OFFICE:
MUMBAI, INDIA

Krystal Company Committee
Client 027768
Matter 0006
April 30, 2020
Page 5

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	L. Shermohammed (KS) regarding cure reconciliation (.1).			
04/23/20	Update from M. McLoughlin (KDW) regarding results of call with debtors on stalking horse issues and next steps.	JRA	0.20	145.80
04/23/20	Review debtors' total cure costs for impact on estates.	KGH	0.20	93.60
04/23/20	Review numerous filed cure objections (.3); prepare for (.2) and call with J. Dutson (KS) regarding comments to APA (.3); follow up call with J. Adams (KDW) (.1); draft stalking horse/bid protections objection (2.1); analyze cases cited by debtors in support (.7) and conduct additional research (.5).	MJM	4.20	2,948.40
04/24/20	Emails with M. McLoughlin (KDW) and G. Richards (RJ) regarding overbid (.2); review update to UCC regarding break up fee objection (.1).	ERW	0.30	252.45
04/24/20	Review (.2) and revise (.2) limited objection to break up fee from M. McLoughlin (KDW); email correspondence with M. McLoughlin (KDW) regarding same and alternative potential bidder (.2).	JRA	0.60	437.40
04/24/20	Call with P. Sigerman (BS) and G. Richards to discuss potential competing bid (.5); follow up emails with E. Wilson and J. Adams (both KDW) (.2); finalize bid protections objection (.3); emails with S. Kulka (AG) regarding	MJM	1.70	1,193.40

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AFFILIATE OFFICE:
MUMBAI, INDIA

Krystal Company Committee
Client 027768
Matter 0006
April 30, 2020
Page 6

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/25/20	same (.2); call with C. Zucker (FTI) regarding potential bid (.1); follow up emails with P. Sigerman (BS) regarding timing for APA (.2); emails with R. LeHane (KDW) regarding cure process (.2). Review [REDACTED] APA (.3); review committee [REDACTED] ERW [REDACTED] stalking horse bid objection (.3); emails with M. McLoughlin and J. Adams (both of KDW) regarding same (.3); conference call with J. Edwards (AB), D. Laddin and S. Kulka (both of AG) regarding [REDACTED] bid (.6); notes to file regarding disposition of call (.2); emails with J. Edwards (AB), D. Laddin and S. Kulka (both of AG) regarding audit bill (.3); emails with M. McLoughlin (KDW) and P. Singerman (BS) regarding [REDACTED] bid (.2); further emails with P. Singerman (BS) regarding [REDACTED] bid, call to discuss (.2); emails with J. Adams (KDW), S. Borders (KS) and D. Laddin (AG), et al. regarding [REDACTED] bid (.2).		2.60	2,187.90
04/25/20	Email correspondence with E. Wilson and M. McLoughlin (both KDW) regarding competing stalking horse possibility and how to address (.1); review email correspondence regarding same (.1); email from E. Wilson (KDW) regarding likely credit bid (.1) and follow up correspondence with E. Wilson and	JRA	0.40	291.60

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BRUSSELS

AFFILIATE OFFICE:
MUMBAI, INDIA

Krystal Company Committee
Client 027768
Matter 0006
April 30, 2020
Page 7

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/25/20	M. McLoughlin (both KDW) and S. Borders (KS) regarding same and call to discuss (.1). Emails with E. Wilson and J. Adams (both KDW) and P. Sigerman (BS) regarding competing bid and terms of same.	MJM	0.30	210.60
04/26/20	Further emails with J. Adams and M. McLoughlin (both of KDW) regarding [REDACTED] bid, status (.2); emails with J. Dutson (KS), S. Kulka (AG) and J. Adams (KDW) regarding [REDACTED] APA (.2); initial review of [REDACTED] APA (.3); review M. McLoughlin (KDW) summary of [REDACTED] bid (.2); initial review of settlement agreement (.4); prepare for call (.3) and call (.3) with S. Borders (KS), M. McLoughlin (KDW), J. Tibus (AM) and D. Laddin (AG) regarding [REDACTED] credit bid; follow up call with M. McLoughlin (KDW) regarding same (.2); confer with J. Adams (KDW) regarding [REDACTED] APA markup (.2); review select provisions of APA (.3).	ERW	2.60	2,187.90
04/26/20	Conference with E. Wilson and M. McLoughlin (both KDW) regarding credit bid and analysis (.2); review credit bid APA (1.3) and prepare issues list for same (.5); review related settlement agreement (.4) and prepare comments to same (.2); conference with M. McLoughlin (KDW) on APA, settlement and revisions (.6); review revised draft for M.	JRA	3.60	2,624.40

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PARSIPPANY
BRUSSELS

AFFILIATE OFFICE:
MUMBAI, INDIA

Krystal Company Committee
Client 027768
Matter 0006
April 30, 2020
Page 8

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/26/20	McLoughlin (KDW) (.2); conference with E. Wilson (KDW) regarding same (.2). Call with S. Border, J. Dutson (both KS), J. Tibus (AM), D. Laddin, S. Kulka (both AG), and E. Wilson (KDW) regarding credit bid and sale process (.3); follow up call with E. Wilson and J. Adams (both KDW) regarding response to same (.4); analyze revised APA (.9) and comment on same (.8); analyze settlement agreement between debtors and lenders (.3) and revise same (.6); call with J. Adams (KDW) regarding APA and settlement agreement (.6); incorporate comments to APA (.4) and settlement agreement (.3); emails with E. Wilson and J. Adams (both KDW) with comments to the APA and settlement agreement (.2); draft email to J. Dutson (KS) regarding committee comments to documents (.3).	MJM	5.10	3,580.20
04/27/20	Confer with M. McLoughlin (.2) and J. Adams (both of KDW) (.2) regarding revised [REDACTED] APA; emails with J. Dutson (KS) and S. Kulka (AG) regarding same (.3); outline open issues with [REDACTED] APA and settlement (.3); review latest revisions to the APA (.3), settlement agreement (.2); emails with S. Kulka (AG) and J. Dutson (KS) regarding same (.2); review M. McLoughlin (KDW)	ERW	4.90	4,123.35

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BRUSSELS

AFFILIATE OFFICE:
MUMBAI, INDIA

Krystal Company Committee
Client 027768
Matter 0006
April 30, 2020
Page 9

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	summary of issues of [REDACTED] APA (.3); emails with J. Edwards (AB) regarding same (.1); emails with C. Zucker and M. Kuan (both of FTI) regarding administrative solvency and [REDACTED] bid (.2); emails with J. Adams (KDW) regarding settlement agreement (.3); conference call with C. Zucker (FTI) regarding disposition of call with A&M and administrative solvency (.5); follow up with J. Adams (KDW) regarding same (.2); Call with M. McLoughlin and J. Adams (both of KDW) preparatory to call with debtors (.3); conference call with J. Dutson (KS), M. McLoughlin (KDW), J. Tibus (AM), D. Laddin (AG) regarding revisions to APA and settlement agreement (1.1); follow up call with M. McLoughlin (KDW) regarding next steps (.2).			
04/27/20	Review updated draft of APA from J. Dutson (KS) (.2) and email correspondence to E. Wilson and M. McLoughlin (both KDW) regarding same (.1); conference with E. Wilson (KDW) regarding same (.3); update conference with E. Wilson and M. McLoughlin (both KDW) regarding same terms and settlement with lenders (.2); review further revised draft of settlement agreement and compare to prior versions (.3); revise	JRA	3.00	2,187.00

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Krystal Company Committee
Client 027768
Matter 0006
April 30, 2020
Page 10

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/27/20	same (1.3); conference with M. McLoughlin (KDW) regarding same (.2); extensive email correspondence with J. Dutson (KS), J. Edwards (AB) and E. Wilson and M. McLoughlin (both KDW) regarding same and purchase agreement (.4). Call with C. Zucker (FTI) to discuss [REDACTED] bid (.2); analyze further revised APA (.3) and settlement agreement (.2); draft remaining issues list (.4); call with J. Dutson (KS), E. Wilson (KDW), D. Laddin and S. Kulka (both AG), and J. Tibus (AM) regarding revised APA (1.1); follow up call with E. Wilson (.2) and J. Adams (KDW) (.2); numerous emails with S. Kulka (AG) regarding comments to settlement agreement and APA (.3); revise settlement agreement (.4); call with J. Adams (KDW) to discuss same (.2); emails with J. Dutson (KS) regarding committee comments (.2); initial review of further revised APA (4th draft) (.2) and comment on adequate assurance provisions (.2).	MJM	4.10	2,878.20
04/28/20	Multiple emails with S. Borders, L. Shermohammed and J. Dutson (all of KS), J. Edwards (AB) and M. McLoughlin (KDW) regarding open issues with APA, settlement and administrative solvency (1.1); review various iterations of the revised APA (1.1);	ERW	6.10	5,133.15

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Krystal Company Committee
Client 027768
Matter 0006
April 30, 2020
Page 11

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	instruction to M. McLoughlin (KDW) regarding same (.1) and settlement (.8); confer with J. Adams (KDW) (.2) and S. Kulka (AG) (.2) regarding sales status, settlement; emails with S. Kulka and D. Laddin (both of AG) regarding same (.2); telephone call with M. McLoughlin (KDW) regarding settlement status, committee approval (.2); review sale notice (.1), assumption of contracts (.1); Calls (2x) (.3) and emails (.2) with C. Zucker (FTI) regarding claims pool, tax refund budget; email from C. Zucker (FTI) regarding [REDACTED] liability schedule (.1); review same (.2); forward to J. Adams (KDW) with instruction (.1); emails with M. McLoughlin and J. Adams (both of KDW) regarding assumed liabilities (.2); conference call with M. McLoughlin (KDW) and C. Zucker (FTI) regarding auction, alternative buyers (.4); conference call with M.. McLoughlin (KDW) and S. Kulka (AG) regarding same, tax refund (.5).			
04/28/20	Review updated assumed liabilities schedule in connection with APA assumed liabilities (.2); review draft APA schedules (.2); brief review of revised APA from debtors to incorporate UCC comments (.3); review revised draft of proposed settlement agreement	JRA	3.60	2,624.40

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Krystal Company Committee
Client 027768
Matter 0006
April 30, 2020
Page 12

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	from Alston (.4) and email correspondence with E. Wilson and M. McLoughlin (both KDW) regarding same (.1); review follow up email correspondence from J. Edwards (AB) regarding true up of retained cash (.1); conference with E. Wilson (KDW) on revisions to documents (.2); conferences with M. McLoughlin (KDW) regarding revisions to APA and settlement (.4); review S. Kulka (AG) email and comments to settlement agreement (.2) and email to M. McLoughlin (KDW) regarding same (.1); email correspondence with M. McLoughlin (KDW), J. Dutson (KS), J. Edwards (AB) and S. Kulka (AG) regarding further revisions to settlement and wind down (.4); review proposed revisions to same and draft of wind down tasks and budget (.2); review further revised comments to settlement agreement from J. Edwards (AB) and debtors (.3); review M. McLoughlin (KDW) revisions to same to incorporate global comments from all parties and local counsel (.3); conference with M. McLoughlin (KDW) regarding same (.2).			
04/28/20	Review updated draft of the APA sent by J. Dutson (KS (.3); review updated settlement agreements (2 versions) sent by J. Edwards (AB) (.2); conference with J. Adams (KDW)	MJM	5.80	4,071.60

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Krystal Company Committee
Client 027768
Matter 0006
April 30, 2020
Page 13

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	to discuss changes to both documents (.2); review 503(b)(9) procedures order (.3) and incorporate 503(b)(9) reconciliation process into APA (.3); incorporate additional comments to APA (.4); emails (.1) and call (.1) with J. Dutson (KS) regarding same; further emails with J. Dutson (KS) and J. Edwards (JB) regarding changes to settlement agreement (.2); review next draft of settlement agreement (.2) and discuss changes with J. Adams (KDW) (.2) and S. Kulka (AG) (.2); revise settlement agreement (.5); email J. Dutson (KS) and J. Edwards (JB) explanation of committee comments to SA (.3); analyze continued revisions to APA (.3) and settlement agreement (.4) and comment on same (.5); call with J. Edwards (AB) (.1); call with E. Wilson (KDW) and C. Zucker (FTI) to prepare for committee call (.4); call with E. Wilson (KDW) and S. Kulka (AG) preparatory to committee call (.4); review purchaser and debtors changes to closing cash backstop provisions (.2).			
04/29/20	Review of various changes to APA (.6) and settlement agreement (.3); emails with J. Edwards (AB), D. Laddin (AG), M. McLoughlin (KDW) and J. Dutson (KS) regarding same (.7); emails with M.	ERW	1.80	1,514.70

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Krystal Company Committee
Client 027768
Matter 0006
April 30, 2020
Page 14

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/29/20	McLoughlin (KDW), P. Rosenblatt (KP) and K. Carson (RI) regarding execution of settlement (.2). Review final comments to settlement agreement (.2) and APA (.2); calls (2x) with J. Edwards (AB) regarding same (.2); further emails with D. Laddin (AG) regarding designation rights (.2); review 503(b)(9) procedures for timing (.3); prepare UCC signatures pages (.3); review and signoff on execution versions of APA (.3), exhibits to same (.2), and settlement agreement (.3).	MJM	2.20	1,544.40
04/30/20	Emails with J. Dutson (KS) on 9019 motion (.1); emails with J. Edwards (AB) regarding release of signature pages (.2); emails with S. Kulka (AG) regarding hearing (.1)	MJM	0.40	280.80

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Matter 0006
April 30, 2020
Page 15

Total Original Fees for this Matter:	\$66,031.50
Less 10% Discount:	\$6,603.15
Total Fees Due:	\$59,428.35
Total For This Matter:	\$59,428.35
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Krystal Company Committee
Client 027768
Matter 0006
April 30, 2020
Page 16

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	23.30	841.50	\$19,606.95
JRA	Adams, Jason	18.00	729.00	13,122.00
KGH	Hines, Kayci	0.80	468.00	374.40
MJM	McLoughlin, Maeghan J	37.50	702.00	26,325.00

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April 30, 2020
Invoice No. 2789040

027768 Krystal Company Committee
0007 Executory Contracts and Leases

Account Summary and Remittance Form

Legal Services:	\$3,851.50
Less 10% Discount:	(\$385.15)
Total Fees Due:	\$3,466.35
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$3,466.35</u>

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Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/03/20	Review filed rejection motion for rejection dates.	MJM	0.20	\$140.40
04/06/20	Emails with E. Wilson (KDW) regarding lease amendments.	MJM	0.20	140.40
04/07/20	Email from S. Kulka (AG) regarding cure notice (.1); review same (.1); forward to M. McLoughlin (KDW) with instruction (.1).	ERW	0.30	252.45
04/07/20	Review cure notice for impact on committee member claims.	MJM	0.50	351.00
04/08/20	Further emails with M. McLoughlin (KDW) and L. Shermohammed (KS) regarding lease amendments.	ERW	0.10	84.15
04/08/20	Emails with L. Shermohammed (KS) regarding lease amendment consent.	MJM	0.10	70.20
04/15/20	Emails to K. Hines and M. McLoughlin (both KDW) regarding comments to 365(d)(4) motion.	ERW	0.20	168.30
04/15/20	Review Bankruptcy Code section 365(d)(4) (.2); draft comments to proposed order extending 364(d)(4) assumption/rejection deadline (.4); email redline of comments to L. Shermohammed (K&S) (.2); review other	KGH	2.80	1,310.40

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Client 027768
Matter 0007
April 30, 2020
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	landlord objections regarding same (.2); calendar objection and hearing deadlines for same (.2); emails with M. McLoughlin regarding same (.2); review motion to extend 365(d)(4) deadline (.7); review motion to extend exclusive filing and solicitation period (.7).			
04/15/20	Initial review of 354(d)(4) extension motion (.2) and emails with K. Hines (KDW) regarding same (.1).	MJM	0.30	210.60
04/16/20	Emails to M. McLoughlin (KDW) and K. Carson (RI) regarding cure issues (.2); further emails with M. McLoughlin and K. Hines (both of KDW) regarding revised language for 365(d)(4) order (.2).	ERW	0.40	336.60
04/17/20	Call with M. McLoughlin (KDW) regarding debtors' cure amounts.	MMV	0.10	27.45
04/20/20	Follow up emails with J. Dutson and L. Shermohammed (both of KS) regarding comments to proposed order extending lease assumption/rejection deadline.	KGH	0.20	93.60
04/22/20	Follow up emails with J. Dutson and L. Shermohammed (both of KS) regarding markup of proposed order on motion to extend lease assumption/rejection deadline (.2); review same for incorporation of committee comments (.2); emails with M. McLoughlin (KDW) recommending sign off on same (.2).	KGH	0.60	280.80

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Matter 0007
April 30, 2020
Page 3

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Client 027768
Matter 0007
April 30, 2020
Page 4

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	1.00	841.50	\$841.50
KGH	Hines, Kayci	3.60	468.00	1,684.80
MJM	McLoughlin, Maeghan J	1.30	702.00	912.60
MMV	Vicinanza, Marie M	0.10	274.50	27.45

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April 30, 2020
Invoice No. 2789041

027768 Krystal Company Committee
0009 Claims Administration, Analysis & Objection

Account Summary and Remittance Form

Legal Services:	\$795.00
Less 10% Discount:	(\$79.50)
Total Fees Due:	\$715.50
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$715.50

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Client 027768
Matter 0009 Claims Administration, Analysis & Objection

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/02/20	Emails with C. Zucker (FTI) regarding claims reconciliation.	ERW	0.20	\$168.30
04/20/20	Emails with R. Lemisch (KH) on 503b9 claim issues (.1) and follow up emails with S. Borders (KS) regarding ability to email file claim (.2),	MJM	0.30	210.60
04/29/20	Emails with M. McLoughlin (KDW), C. Zucker (FTI) and L. Shermohammed (KS) regarding 503(b)(9) claims (.2); review register (.2).	ERW	0.40	336.60

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Page 2

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Page 3

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	0.60	841.50	\$504.90
MJM	McLoughlin, Maeghan J	0.30	702.00	210.60

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027768 Krystal Company Committee
0011 Committee and Creditor Communications

Account Summary and Remittance Form

Legal Services:	\$28,187.50
Less 10% Discount:	(\$2,818.75)
Total Fees Due:	\$25,368.75
Disbursements and Other Charges:	\$0.00

Total Amount Due: **\$25,368.75**

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Matter 0011 Committee and Creditor Communications

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Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/01/20	Update to committee regarding today's hearing, lien review (.2); emails with K. Carson (RI) regarding claim (.1).	ERW	0.30	\$252.45
04/01/20	Draft committee update on today's hearing and lien analysis.	MJM	0.60	421.20
04/07/20	Emails with M. McLoughlin (KDW) regarding cancelling tomorrow's call (.1); review committee update (.1); instruction to M. McLoughlin (KDW) (.1).	ERW	0.30	252.45
04/07/20	Draft committee update on sales, sale process, and lien review.	MJM	0.90	631.80
04/08/20	Emails with M. McLoughlin (KDW) (.1), T. Atkinson (NCR) (.1), C. Marshall (Coca-Cola) (.1), R. Lemisch (SLM) (.1), K. Carson (Realty), M. Duedall (CT) (.1) regarding cure.	ERW	0.50	420.75
04/08/20	Emails with K. Carson (RIC) (.3); P. Rosenblatt (KT) (.2); T. Atkinson (Ulmer) (.2), C. Marshall (Coca-Cola) (.2); and R. Lemisch (SLM) regarding cure claims; call with M. Duedall (BC) regarding cure amounts (.2).	MJM	1.10	772.20
04/13/20	Emails with M. McLoughlin (KDW) regarding	ERW	0.20	168.30

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April 30, 2020
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	committee call.			
04/13/20	Draft talking points for committee call (1.6); call with S. Kulka (AG) regarding talking points (.3).	MJM	1.90	1,333.80
04/14/20	Review talking points preparatory to tomorrow's call (.3); instruction to M. McLoughlin (KDW) regarding same (.1); instruction to M. McLoughlin (KDW) regarding rescheduling tomorrow's call (.1); emails with D. Laddin (AG) and C. Zucker (FTI) regarding same (.1); review agenda for tomorrow's call (.1); review FTI materials preparatory to tomorrow's call (.2); instruction to M. McLoughlin (KDW) regarding same (.1); email from M. Kuan (FTI) regarding same (.1); emails with M. McLoughlin (KDW) and C. Marshall (Coca-Cola) regarding tomorrow's call (.2); emails with M. McLoughlin (KDW) and S. Kulka (AG) regarding administrative expenses, sale status (.2).	ERW	1.50	1,262.25
04/14/20	Draft agenda (.2) for tomorrow's call; and committee update (.2); update talking points with additional information and send to E. Wilson (KDW) (.5); email with C. Marshall (Coca-Cola) regarding committee call (.1).	MJM	1.00	702.00
04/15/20	Call with KDW, AG, FTI teams preparatory to today's call (.4); review revised talking points	ERW	1.10	925.65

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	preparatory to today's call (.2); conduct today's committee call (.4); update to committee regarding FTI materials (.1).			
04/15/20	Draft committee email with summary and recommendation regarding 365(d)(4).	KGH	0.60	280.80
04/15/20	Email committee members with FTI presentation (.2); send E. Wilson (KDW) high level summary of recently filed pleadings for committee call (.3); participate in professionals call preparatory to committee call (.3); participate in committee call (.4); follow up emails with C. Marshall (Coca-Cola) (.1); emails with K. Carson (RI) regarding cure notice, timing for filing same (.2).	MJM	1.50	1,053.00
04/16/20	Review and comment on update and recommendation to UCC regarding exclusivity and lease extension motions (.1); instruction to M. McLoughlin (KDW) regarding same (.1); emails with C. Zucker (FTI) and S. Marshall (Coca-Cola) regarding case update (.2).	ERW	0.40	336.60
04/16/20	Revise committee update on extension motions (.4); emails with C. Marshall (Coca-Cola) regarding update call (.1).	MJM	0.50	351.00
04/17/20	Conference call with C. Marshall (Coca-Cola), M. McLoughlin (KDW) and C. Zucker (FTI) regarding case status, next steps.	ERW	0.50	420.75
04/17/20	Call with C. Marshall (Coca-Cola) regarding	MJM	0.50	351.00

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Krystal Company Committee
Client 027768
Matter 0011
April 30, 2020
Page 4

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/20/20	sale process, operations, cash flow. Review draft update to UCC regarding [REDACTED] APA.	ERW	0.20	168.30
04/20/20	Conference with K. Carson (RI) regarding cure (.1); email to K. Carson (RI) with same (.3).	KGH	0.40	187.20
04/20/20	Draft committee update on APA and committee call (.4); follow up emails with C. Marshall (Coke) (.1); T. Meyers (KS) (.1); M. Rogers (NCR) (.1); M. Duedall (BC) (.1); draft talking points for committee call (1.9).	MJM	2.70	1,895.40
04/21/20	Prepare for call (.4) and call (.6) with committee regarding [REDACTED] bid; instruction to M. McLoughlin (KDW) regarding same (.1).	ERW	1.10	925.65
04/21/20	Emails with K. Carson (RI) regarding committee call (.1); emails with E. Wilson (KDW) preparatory to call (.1); participate in committee call (6); draft committee update regarding stalking horse motion (.2).	MJM	1.00	702.00
04/22/20	Emails with T. Huang (KDW) amount amending committee group email to add J. Adams (KDW).	KGH	0.20	93.60
04/22/20	Review filed stalking horse motion for schedules and send committee update regarding same.	MJM	0.20	140.40
04/24/20	Draft committee email on bid protections objection.	MJM	0.40	280.80

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Krystal Company Committee
Client 027768
Matter 0011
April 30, 2020
Page 5

Date	Description	Tkpr	Hours	Amount
04/26/20	Review update to committee regarding [REDACTED] pension plan (.1); instruction to M. McLoughlin (KDW) regarding same (.1).	ERW	0.20	168.30
04/26/20	Draft committee update on credit bid offer and pension plan termination (.6); follow up emails with M. Strollo (PBHC) and C. Marshall (Coca-Cola) (.2); draft talking points for committee call (1.3).	MJM	2.10	1,474.20
04/27/20	Conference call with M. McLoughlin (KDW), D. Laddin, S. Kulka (both of AG) and C. Zucker (FTI) regarding today's committee call (.4); prepare for (.3) and conduct (.8) today's call; instruction to M. McLoughlin (KDW) regarding today's pre-call with FTI (.1).	ERW	1.60	1,346.40
04/27/20	Conference with E. Wilson and M. McLoughlin (both KDW) regarding results of today's UCC call and next steps.	JRA	0.30	218.70
04/27/20	Participate in professionals call preparatory to committee (.4); participate in committee call (.7); and follow up call with E. Wilson and J. Adams (both KDW) (.3).	MJM	1.40	982.80
04/28/20	Instruction to M. McLoughlin (KDW) and revise tomorrow's committee call (.1); review and revise talking points for call (.4); emails with M. Duedall (BC) regarding Fortress APA, committee vote (.3); confer with M. McLoughlin (KDW) regarding same (.2); emails with M. McLoughlin (KDW), M.	ERW	1.20	1,009.80

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Krystal Company Committee
Client 027768
Matter 0011
April 30, 2020
Page 6

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	Rogers (NCR) and M. Duedall (BC) regarding [REDACTED] bid, contracts.			
04/28/20	Draft committee update on APA and settlement terms (.9) and revise same (.4); outline new terms for committee update (.3) and draft follow up committee email on updated terms of APA and settlement (.5); emails with E. Wilson (KDW) regarding same (.1); emails with M. Rogers (NCR) (.2) and M. Duedall (BS) (.2) regarding same; discuss responses with E. Wilson (.2); draft talking points and outline for committee call (1.9); emails with J. Edwards (AB) regarding committee member signatures (.2).	MJM	4.90	3,439.80
04/29/20	Call with FTI and AG preparatory to today's committee call (.3); prepare for (.4) and conduct today's committee call (.5); follow up call with M. McLoughlin (KDW) regarding next steps (.2).	ERW	1.40	1,178.10
04/29/20	Participate in professionals call to prepare for committee call (.3); participate in committee call (.6); follow up call with E. Wilson (KDW) (.1); draft co-chair update on signatures to settlement (.3); call with P. Rosenblatt (KT) regarding committee signoff (.1) and follow up emails regarding same (.1).	MJM	1.50	1,053.00
04/30/20	Review and comment on update to committee (.1) instruction to M. McLoughlin (KDW)	ERW	0.20	168.30

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Krystal Company Committee
Client 027768
Matter 0011
April 30, 2020
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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	regarding same (.1).			

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Client 027768
Matter 0011
April 30, 2020
Page 8

Total Original Fees for this Matter:	\$28,187.50
Less 10% Discount:	\$2,818.75
Total Fees Due:	\$25,368.75
Total For This Matter:	\$25,368.75
Total this Invoice	\$25,368.75

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Krystal Company Committee
Client 027768
Matter 0011
April 30, 2020
Page 9

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	10.70	841.50	\$9,004.05
JRA	Adams, Jason	0.30	729.00	218.70
KGH	Hines, Kayci	1.20	468.00	561.60
MJM	McLoughlin, Maeghan J	22.20	702.00	15,584.40

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JP MORGAN CHASE, N.A.
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ACCOUNT #:135-046110
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Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

April 30, 2020
Invoice No. 2789043

027768 Krystal Company Committee
0012 Business Operations

Account Summary and Remittance Form

Legal Services:	\$1,855.00
Less 10% Discount:	(\$185.50)
Total Fees Due:	\$1,669.50
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$1,669.50

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Invoice No. 2789043

Client 027768
Matter 0012 Business Operations

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/02/20	Email from M. Shank (AM) regarding account closure.	ERW	0.10	\$84.15
04/02/20	Review cash collateral variance report (.2); emails with M. Shenk (AM) regarding bank account closures (.2).	MJM	0.40	280.80
04/06/20	Emails with M. Shank (AM), C. Zucker (FTI) and S. Kulka (AG) regarding account closures.	ERW	0.20	168.30
04/07/20	Email from M. Kuan (FTI) regarding weekly cash report (.1); email from J. Simpson (AM) regarding cash flow report (.1); forward to C. Zucker (FTI) with inquiry (1.).	ERW	0.30	252.45
04/09/20	Emails with J. Simpson (AM) regarding weekly cash reporting (.1); review same (.1); forward to FTI with inquiry (.1).	ERW	0.30	252.45
04/14/20	Review cash flow and operations report.	MJM	0.30	210.60
04/16/20	Email from J. Simpson (AM) regarding cash report (.1); review same (.1); forward to FTI with instruction (.1).	ERW	0.30	252.45
04/23/20	Email from J. Simpson (AM) regarding weekly cash report (.1); review same (.1).	ERW	0.20	168.30

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Krystal Company Committee
Client 027768
Matter 0012
April 30, 2020
Page 2

Total Original Fees for this Matter:	\$1,855.00
Less 10% Discount:	\$185.50
Total Fees Due:	\$1,669.50
Total For This Matter:	\$1,669.50
Total this Invoice	\$1,669.50

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Krystal Company Committee
Client 027768
Matter 0012
April 30, 2020
Page 3

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	1.40	841.50	\$1,178.10
MJM	McLoughlin, Maeghan J	0.70	702.00	491.40

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Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

April 30, 2020
Invoice No. 2789044

027768 Krystal Company Committee
0013 Court Hearings

Account Summary and Remittance Form

Legal Services:	\$6,250.50
Less 10% Discount:	(\$625.05)
Total Fees Due:	\$5,625.45
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$5,625.45</u>

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April 30, 2020

Invoice No. 2789044

Client 027768
Matter 0013 Court Hearings

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/01/20	Prepare outline for (.8) and telephonic participation (.4) in today's hearing; conference call with S. Kulka and D. Laddin (both of AG) preparatory to today's hearing (.3); telephone call with S. Kulka (AG) regarding complex case procedures (.2); conference call with S. Kulka and D. Laddin (both of AG) regarding today's hearing, revised order and budget (.4); review third interim cash collateral order (.2) and complex case procedures preparatory to hearing (.2); emails with R. Dorsey (PH), S. Kulka (AG) and R Williamson (SW) regarding form order (.3).	ERW	2.80	\$2,356.20
04/01/20	Participate in hearing (.4) and follow up with E. Wilson (KDW) regarding same (.2).	MJM	0.60	421.20
04/06/20	Emails with M. McLoughlin (KDW) and J. Dutson (AG) regarding tomorrow's hearing.	ERW	0.20	168.30
04/14/20	Emails with S. Kulka (AG) regarding Thursday's hearing.	MJM	0.20	140.40
04/15/20	Emails with A. Ray (SW) regarding cancellation of tomorrow's hearing.	ERW	0.20	168.30

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Krystal Company Committee
Client 027768
Matter 0013
April 30, 2020
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
04/16/20	Further emails with M. McLoughlin (KDW) and S. Kulka (AG) regarding cancellation of today's hearing.	ERW	0.20	168.30
04/16/20	Email with S. Kulka regarding cancelation of omnibus hearing.	MJM	0.10	70.20
04/25/20	Emails to M. McLoughlin (KDW) regarding coverage at Monday's hearing, talking points (.2); instruction to M. McLoughlin (KDW) regarding Monday's hearing (.1).	ERW	0.30	252.45
04/26/20	Emails with S. Borders (KS) regarding tomorrow's hearing.	ERW	0.10	84.15
04/27/20	Review objection to break up fee (.2); participate on today's telephonic hearing regarding Nashville bid (.3); Emails with S. Borders (KS), D. Laddin (AG) regarding today's hearing (.2); call with M. McLoughlin (KDW) to discuss (.1).	ERW	0.80	673.20
04/27/20	Call with E. Wilson (KDW) to discuss today's hearing.	MJM	0.10	70.20
04/28/20	Participate on today's hearing	ERW	0.20	168.30
04/29/20	Attend court hearing on stalking horse motion.	MJM	0.20	140.40
04/30/20	Telephonic participation at continued hearing on Nashville bid (.2); emails with S. Kulka (AG) regarding same (.1).	ERW	0.30	252.45
04/30/20	Attend omnibus hearing (.2) and draft hearing summary (.5).	MJM	0.70	491.40

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Client 027768
Matter 0013
April 30, 2020
Page 3

Total Original Fees for this Matter:	\$6,250.50
Less 10% Discount:	\$625.05
Total Fees Due:	\$5,625.45
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Client 027768
Matter 0013
April 30, 2020
Page 4

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	5.10	841.50	\$4,291.65
MJM	McLoughlin, Maeghan J	1.90	702.00	1,333.80

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ACCOUNT #:135-046110
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INVOICE NUMBER AS PAYMENT REFERENCE

Kelley Drye & Warren LLP Total May 2020 Fees & Expenses Due

Total May Fees Due:	\$75,871.35
Total May Expenses Due:	\$739.57
Total May Fees and Expenses Due:	\$76,610.92

Kelley Drye & Warren LLP Payment Information – Wire or ACH

Bank Name:	JP Morgan Chase Bank, N.A.
ABA No.:	021-000-021
Bank Address:	270 Park Avenue New York, NY 10017
Account Name:	Kelley Drye & Warren LLP
Account No.:	135046110
SWIFT Code:	CHASUS33

Kelley Drye & Warren LLP May 2020 Fee Summary Breakdown By Matter

Matter 0004: Fee Matters (Applications & Objections)			
Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	2.1	\$1,767.15
MJM	McLoughlin, Maeghan J.	5.5	\$3,861.00
KGH	Hines, Kayci G.	11.6	\$5,428.80
MMV	Vicinanza, Marie M.	1.1	\$301.95
Totals for Matter 0004: Fee Matters		20.3	\$11,358.90

Matter 0005: Financing and Cash Collateral			
Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	5.5	\$4,628.25
MJM	McLoughlin, Maeghan J.	6.6	\$4,633.20
Totals for Matter 0005: Financing and Cash Collateral		12.1	\$9,261.45

Matter 0006: Asset Analysis, Recovery and Disposition			
Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	12.8	\$10,771.20
MJM	McLoughlin, Maeghan J.	20.0	\$14,040.00
KGH	Hines, Kayci G.	0.4	\$187.20
Totals for Matter 0006: Asset Analysis, Recovery and Disposition		33.2	\$24,998.40

Matter 0007: Executory Contracts and Leases			
Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	1.3	\$1,093.95
MJM	McLoughlin, Maeghan J.	4.1	\$2,878.20
KGH	Hines, Kayci G.	0.9	\$421.20
Totals for Matter 0007: Executory Contracts and Leases		6.3	\$4,393.35

Matter 0009: Claims Administration, Analysis & Objection			
Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	0.1	\$84.15
MJM	McLoughlin, Maeghan J.	0.6	\$421.20
KGH	Hines, Kayci G.	2.0	\$936.00
Totals for Matter 0009: Claims Administration, Analysis & Objection		2.7	\$1,441.35

Matter 0011: Committee and Creditor Communications			
Timekeeper Code	Timekeeper	Hours	Amount
EWR	Wilson, Eric R.	7.0	\$5,890.50
MJM	McLoughlin, Maeghan J.	11.3	\$7,932.60
KGH	Hines, Kayci G.	0.4	\$187.20
MMV	Vicinanza, Marie M.	0.2	\$54.90
Totals for Matter 0011: Committee and Creditor Communications		18.9	\$14,065.20

Matter 0012: Business Operations

Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	0.6	\$504.90
MJM	McLoughlin, Maeghan J.	0.4	\$280.80
Totals for Matter 0012: Business Operations		1.0	\$785.70

Matter 0013: Court Hearings

Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	3.8	\$3,197.10
MJM	McLoughlin, Maeghan J.	7.9	\$5,545.80
KGH	Hines, Kayci G.	0.8	\$374.40
Totals for Matter 0013: Court Hearings		12.5	\$9,117.90

Matter 0014: Relief from Stay

Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	0.2	\$168.30
MJM	McLoughlin, Maeghan J.	0.4	\$280.80
Totals for Matter 0014: Relief from Stay		0.6	\$449.10

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c/o James Carr
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New York, NY 10128

June 9, 2020

Invoice No. 2791918

027768 Krystal Company Committee
0001 Case Administration

Account Summary and Remittance Form

Legal Services:	\$0.00
Less 10% Discount:	(\$0.00)
Total Fees Due:	\$0.00
Disbursements and Other Charges:	\$739.57

Total Amount Due: **\$739.57**

Terms: Payment Due on or Before July 9, 2020

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ACCOUNT #: 135-046110

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June 9, 2020
Invoice No. 2791918

Client 027768
Matter 0001 Case Administration

Attorney: 01118

Page 1

Other Charges:

Westlaw Research	\$739.57
Total Other Charges for this Matter:	739.57
Total this Invoice	\$739.57

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New York, NY 10128

June 9, 2020

Invoice No. 2791919

027768 Krystal Company Committee
0004 Fee Matters (Applications & Objections)

Account Summary and Remittance Form

Legal Services:	\$12,621.00
Less 10% Discount:	(\$1,262.10)
Total Fees Due:	\$11,358.90
Disbursements and Other Charges:	\$0.00

Total Amount Due: **\$11,358.90**

Terms: Payment Due on or Before July 9, 2020

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ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #: 135-046110

PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER

AS PAYMENT REFERENCE

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP

ATTN: TREASURER'S DEPARTMENT

101 PARK AVENUE

NEW YORK, NEW YORK 10178

(212) 808-7800

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Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

June 9, 2020

Invoice No. 2791919

Client 027768
Matter 0004 Fee Matters (Applications & Objections)

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
05/01/20	Review AG fee statement (.1); emails with J. Tibus (AM) regarding same, KDW invoice (.1); review KS (.1) and SW (.1) fee letters.	ERW	0.40	\$336.60
05/01/20	Instruction to M. Vicinanza (KDW) regarding status of finalizing April fee worksheet (.2); draft cover letter (.3); review and redact invoices (1.0); review fee statement summary for completeness and correctness (.5); revise summary sheet (.4); email to M.McLoughlin and E. Wilson (both of KDW) for review (.2).	KGH	2.60	1,216.80
05/01/20	Review April invoices and prepare fee statement worksheet.	MMV	1.10	301.95
05/02/20	Review KDW fee statement, letter (.2); emails with M. McLoughlin and K. Hines (both of KDW) regarding same (.1).	ERW	0.30	252.45
05/02/20	Review, finalize April fee statement and serve same.	MJM	0.70	491.40
05/04/20	Emails with D. Laddin (KS) and M. McLoughlin (KDW) regarding KCC invoice (.1); review same (.1); emails with D. Laddin (AG) regarding interim fee application (.1).	ERW	0.30	252.45
05/04/20	Call with S. Kulka (AG) regarding fee	MJM	0.60	421.20

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Krystal Company Committee
Client 027768
Matter 0004
June 9, 2020
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	statement and final fee application (.1); coordinate service of April fee statement (.2); review AG and FTI fee statements (.3).			
05/05/20	Emails with S. Kulka (AG) and J. Dutson (KS) regarding KCC bill (.2); email from S. Kulka (AG) regarding final fee application (.1); forward to M. McLoughlin (KDW) with instruction (.1).	ERW	0.40	336.60
05/05/20	Review AG draft final fee application.	MJM	0.30	210.60
05/06/20	Instruction to M. McLoughlin (KDW) regarding final fee application (.1); review AG form of application (.1); further emails with M. McLoughlin (KDW) and S. Kulka (AG), C. Katz (FTI) and J. Edwards (AB) regarding KCC invoice (.3).	ERW	0.50	420.75
05/06/20	Emails with M. McLoughlin (KDW) regarding timeline for preparing final fee application.	KGH	0.20	93.60
05/06/20	Emails with E. Wilson and K. Hines (both KDW) regarding filing of final fee application and timing for doing same (.3); call with C. Zucker regarding debtors' professionals fee statements (.2); email update to E. Wilson (KDW) regarding same (.2).	MJM	0.70	491.40
05/07/20	Emails with J. Edwards (AB) regarding KCC fees, non-opposition.	ERW	0.10	84.15
05/08/20	Email from J. Edwards (AB) regarding KCC charge.	ERW	0.10	84.15
05/08/20	Begin drafting final fee application.	KGH	1.10	514.80

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Client 027768
Matter 0004
June 9, 2020
Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
05/10/20	Continue drafting final fee application.	KGH	3.30	1,544.40
05/13/20	Continue drafting final fee application.	KGH	4.40	2,059.20
05/15/20	Emails with K. Hines (KDW) regarding final fee application (.2) and begin review of same (.2).	MJM	0.40	280.80
05/18/20	Review (.8), revise (.4); and draft sections of fee applications responsive to the Johnson factors (1.6).	MJM	2.80	1,965.60

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Client 027768
Matter 0004
June 9, 2020
Page 4

Total Original Fees for this Matter:	\$12,621.00
Less 10% Discount:	\$1,262.10
Total Fees Due:	\$11,358.90
Total For This Matter:	\$11,358.90
Total this Invoice	\$11,358.90

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Krystal Company Committee
Client 027768
Matter 0004
June 9, 2020
Page 5

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	2.10	841.50	\$1,767.15
KGH	Hines, Kayci	11.60	468.00	5,428.80
MJM	McLoughlin, Maeghan J	5.50	702.00	3,861.00
MMV	Vicinanza, Marie M	1.10	274.50	301.95

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SWIFT CODE: CHASUS33
ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
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101 Park Avenue
New York, NY 10128

June 9, 2020

Invoice No. 2791920

027768 Krystal Company Committee
0005 Financing and Cash Collateral

Account Summary and Remittance Form

Legal Services:	\$10,290.50
Less 10% Discount:	(\$1,029.05)
Total Fees Due:	\$9,261.45
Disbursements and Other Charges:	\$0.00

Total Amount Due: **\$9,261.45**

Terms: Payment Due on or Before July 9, 2020

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June 9, 2020

Invoice No. 2791920

Client 027768
Matter 0005 Financing and Cash Collateral

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
05/11/20	Review revised cash collateral order (.3); emails with R. Williamson (SW) and M. McLoughlin (KDW) regarding same, revisions (.3).	ERW	0.60	\$504.90
05/12/20	Email from R. Williamson (SW) regarding revised cash collateral order (.1); review various iterations of revised order (.4); conference call with M. McLoughlin (KDW) and D. Laddin (AG) regarding same (.5); extensive emails with M. McLoughlin (KDW), D. Laddin and S. Kulka (both of AG) R. Williamson (SW) regarding revisions to same (.7).	ERW	1.70	1,430.55
05/12/20	Call with E. Wilson (KDW) and D. Laddin (AG) regarding cash collateral issues (.5); review (.3) and revise cash collateral order (.7); confer with S. Kulka (AG) regarding payment of professional fees (.2).	MJM	1.70	1,193.40
05/13/20	Further emails with R. Williamson (SW), S. Borders (KS), J. Edwards (AB), M. McLoughlin (KDW) and D. Laddin (AG) regarding cash collateral order, revisions (.6);	ERW	0.90	757.35

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Krystal Company Committee
Client 027768
Matter 0005
June 9, 2020
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
05/13/20	review various iterations of cash collateral order (.3). Emails with J. Edwards (AB) and R. Williamson (SW) regarding 506(c) waiver (.2); review filed cash collateral motion for 506(c) request (.2); review filed final cash collateral order (.2); further emails with R. Williamson (SW) regarding amending final order (.2); follow up emails with same regarding terms of interim order (.2); review draft interim order (several times) (.5) and comment on same (.3); follow up emails with E. Wilson (KDW) and D. Laddin (AG) regarding changes (.2); follow up emails with J. Edwards (AB) regarding scope of reservation of rights (.2).	MJM	2.20	1,544.40
05/14/20	Confer (2X) with M. McLoughlin (KDW) regarding further revisions to cash collateral order (.2); review revised order (.2); emails with M. McLoughlin (KDW), S. Kulka (AG), R. Williamson (SW) and J. Edwards (AB) regarding same and April deposit (.5).	ERW	0.90	757.35
05/14/20	Calls (4X) with S. Kulka (AG) (.5) regarding cash collateral order; revise order numerous times (.7); emails with R. Williamson (SW) regarding ROR (.2); review his comments to order (.3); calculate unpaid April fees (.2) and emails with J. Edwards (AB) regarding fees	MJM	2.30	1,614.60

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Krystal Company Committee
Client 027768
Matter 0005
June 9, 2020
Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	and RoR (.2); follow up calls (2X) with E. Wilson (KDW) regarding cash collateral order (.2).			
05/19/20	Review final cash collateral order (.2); emails with A. Ray (SW), M. McLoughlin (KDW) and S. Kulka (AG) regarding same (.2).	ERW	0.40	336.60
05/20/20	Further emails with J. Edwards (AB), S. Borders (KS) and S. Kulka (AG) regarding cash collateral.	ERW	0.40	336.60
05/20/20	Review and comment on final cash collateral order.	MJM	0.40	280.80
05/21/20	Review critical dates chart (.1); update task list (.1).	ERW	0.20	168.30
05/22/20	Emails from J. Edwards (AB) and L. Shermohammed (KS) regarding rejection, sale and substantial contribution orders (.1); briefly review orders on rejection (.1), sale (.1) and contribution (.1).	ERW	0.40	336.60

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Client 027768
Matter 0005
June 9, 2020
Page 4

Total Original Fees for this Matter:	\$10,290.50
Less 10% Discount:	\$1,029.05
Total Fees Due:	\$9,261.45
Total For This Matter:	\$9,261.45
Total this Invoice	\$9,261.45

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Client 027768
Matter 0005
June 9, 2020
Page 5

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	5.50	841.50	\$4,628.25
MJM	McLoughlin, Maeghan J	6.60	702.00	4,633.20

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June 9, 2020
Invoice No. 2791921

027768 Krystal Company Committee
0006 Asset Analysis, Recovery and Disposition

Account Summary and Remittance Form

Legal Services:	\$27,776.00
Less 10% Discount:	(\$2,777.60)
Total Fees Due:	\$24,998.40
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$24,998.40

Terms: Payment Due on or Before July 9, 2020

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ACCOUNT #: 135-046110

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June 9, 2020

Invoice No. 2791921

Client 027768
Matter 0006 Asset Analysis, Recovery and Disposition

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
05/01/20	Further emails with J. Edwards (AB) regarding revisions to release language (.2); emails with J. Edwards (AB), M. McLoughlin (KDW), L. Shermohammed (KS) and S. Kulka (AG) regarding 9019 motion (.4); final review of same prior to circulation (.3); instruction to M. McLoughlin (KDW) regarding same (.1).	ERW	1.00	\$841.50
05/01/20	Review sale status for impact.	KGH	0.20	93.60
05/01/20	Review 9019 motion (.4) and comment on same (.3); emails with J. Edwards (AB) regarding proposed order (.2).	MJM	0.90	631.80
05/05/20	Emails from J. Edwards (AB) regarding Fortress bid and adequate assurance (.1); review revised bid (.2).	ERW	0.30	252.45
05/05/20	Review updated credit bid package (.3); review adequate assurance package (.3); call with J. Edwards (AB) regarding same (.1); review sale timeline (.2) and update closing timeline/process (.2).	MJM	1.10	772.20
05/06/20	Emails with M. McLoughlin (KDW) and C. Marshall (Coca-Cola) regarding cancellation	ERW	0.80	673.20

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Matter 0006
June 9, 2020
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	of auction (.1); review notice of cancellation (.1); emails with M. McLoughlin (KDW) and K. Carson (RI) regarding sale, closing and designation rights period (.2); emails with M. McLoughlin (KDW) regarding sale objection (.1); emails with J. Edwards (AB), L. Shermohammed (KS) regarding Fortress bid, notice of no auction (.2); emails from A. LaVasseur (AB) regarding execution version of credit bid (.1).			
05/06/20	Review status of sale, including auction cancellation.	KGH	0.20	93.60
05/06/20	Emails with E. Wilson (KDW) regarding possible sale issues (.2); emails with J. Edwards (AB) regarding executed APA (.2); review notice of no auction (.2) and send same to C. Marshall (Coca Cola) (.1).	MJM	0.70	491.40
05/07/20	Email from M. McLoughlin (KDW) regarding MetroAir sale objection (.1); review same (.1).	ERW	0.20	168.30
05/07/20	Review MetroAir sale objection (.2) and summarize same for E. Wilson (.2); call to J. Duston (KS) regarding status of sale order (.1).	MJM	0.50	351.00
05/08/20	Emails with M. McLoughlin and S. Borders (KS) regarding sale order.	ERW	0.20	168.30
05/08/20	Review and analyze substantial contribution motion (.3); emails with M. McLoughlin (KDW) regarding same, committee call (.2);	ERW	1.20	1,009.80

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Client 027768
Matter 0006
June 9, 2020
Page 3

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	confer (.2) and emails (.3) with M. McLoughlin (KDW) regarding same; emails with S. Borders (KS) regarding substantial contribution, back-up (.2).			
05/08/20	Emails with S. Borders (KS) regarding draft of sale order and timing for filing same.	MJM	0.20	140.40
05/08/20	Review draft substantial contribution motion (.4); and motion to shorten notice (.2); emails with E. Wilson (KDW) regarding response to same (.2); email with S. Borders (KS) regarding committee review rights (.1); call with E. Wilson (KDW) regarding same (.1).	MJM	1.00	702.00
05/09/20	Emails from S. Borders (KS) regarding sale order (.1); review same (.3); instruction to M. McLoughlin (KDW) regarding same (.1).	ERW	0.50	420.75
05/11/20	Review draft sale order (.6); emails with S. Borders (KS), J. Edwards (AB) and M. McLoughlin (KDW) regarding same, call to discuss (.3); conference call with M. McLoughlin (KDW) and D. Laddin (AG) regarding disposition of call to discuss sale order, revised order (.6); review revised sale order (.3); confer with M. McLoughlin (KDW) regarding sale order, Nashville claim (.2); review Nashville invoice (.1); emails with M. McLoughlin (KDW) and C. Zucker (FTI) regarding same (.1).	ERW	2.20	1,851.30
05/11/20	Call with E. Wilson (KDW) to discuss sale	MJM	5.50	3,861.00

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Matter 0006
June 9, 2020
Page 4

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	order (.2); review sale order (1.1) and comment on same (3.2); emails with E. Wilson (KDW) regarding same (.1) and incorporate his comments (.2); review supplemental cure notice (.3); review substantial contribution claim backup (.2); review wind down budget for cushion amounts (.2); follow up emails with S. Borders (KS) regarding amounts being used to fund substantial contribution claim (.2); emails with J. Tibus (AM) and E. Wilson (KDW) regarding same (.2); conference call with E. Wilson (KDW) and D. Laddin (AG) regarding sale order (.6).			
05/12/20	Calls (.5) and emails (.3) with M. McLoughlin (KDW) regarding sale order; review multiple revisions to sale order (1.1); multiple emails with J. Edwards (AB), M. McLoughlin (KDW), D. Laddin and S. Kulka (both of AG) and S. Border (KS) regarding same (.5); emails with M. McLoughlin (KDW), L. Shermohammed and S. Borders (both of KS) and J. Edwards (AB) regarding call to discuss cash collateral order, sale order (.3); email from A. Ray (SW) regarding amendment to APA (.1); review same (.1); further emails to M. McLoughlin (KDW) regarding Nashville motion, impact (.2).	ERW	3.10	2,608.65

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Page 5

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
05/12/20	Call with S. Kulka (AG) regarding sale issues and substantial contribution claim (.4); review substantial contribution claim objection (.2) and email with E. Wilson (KDW) regarding same (.1); follow up call with S. Kulka (AG) regarding open sale issues (.3) and calls with E. Wilson (KDW) regarding same (.5); review purchaser's comments to sale order (.6) and compare to KDW comments (.3); prepare for all hands call (.3); call with D. Laddin to prepare for all hands call (.4); call with S. Borders, L. Shermohammed (KS), J. Edwards (AB), and D. Laddin (AG) regarding remaining sale order issues (1.0); analyze amendment to APA (.3) and compare to APA terms (.3); revise debtors' draft sale order (.5); call with S. Kulka (AG) to discuss outcome of sale order and APA amendment (.5).	MJM	5.70	4,001.40
05/13/20	Emails with S. Kulka (AG), M. McLoughlin (KDW and S. Borders (KS) regarding settlement (.2); review various iterations of revised sale order (.5); emails with S. Borders (KS), R. Williamson (SW), D. Laddin (AG) and M. McLoughlin (KDW) regarding same (.4).	ERW	1.10	925.65
05/13/20	Review final draft of sale order (.3); call with S. Borders (KS) regarding same (.1); emails with J. Edwards (AB) regarding payment of	MJM	2.60	1,825.20

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Page 6

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	MetroAir secured claim (.2) and review MetroAir motion (.2); follow up call with S. Kulka regarding Retained Cash (.4); emails with S. Borders (KS), R Williamson (SW), E. Wilson (KDW), D. Laddin, S. Kulka (both AG), and J. Edwards (AB) regarding sale order and sale hearing (.4); post-hearing review of sale order of several drafts of sale order (.5); call with C. Zucker (FTI) regarding terms of sale order (.3); review entered sale order (.1) and settlement agreement (.1).			
05/18/20	Emails with M. McLoughlin (KDW), J. Edwards (AB) and J. Borders (KS) regarding closing.	ERW	0.20	168.30
05/18/20	Emails with S. Borders (KS) and J. Edwards (AB) regarding sale closing.	MJM	0.20	140.40
05/20/20	Review as entered sale order (.2), settlement order (.1) and wind down budget (.1).	ERW	0.40	336.60
05/20/20	Initial review of designation rights assets list.	MJM	0.20	140.40
05/21/20	Emails with J. Edwards (AB) and M. McLoughlin (KDW) regarding status of landlord objections (.1); review status report (.2).	ERW	0.30	252.45
05/21/20	Emails with J. Edwards (AB) regarding KRY settlement and Realty Income (.2); review landlord objection (.2).	ERW	0.40	336.60
05/21/20	Review designation rights/assigned contracts list (.3); review for UCC member impact (.2).	MJM	0.50	351.00

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Matter 0006
June 9, 2020
Page 7

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
05/22/20	Review numerous landlord cure objections (.3); review revised substantial contribution order (.2).	MJM	0.50	351.00
05/23/20	Emails with C. Marshall (coca-cola) regarding designation rights notice (.1); review current notice and prior cure list (.2); emails with J. Edwards (AB) regarding same (.1).	MJM	0.40	280.80
05/26/20	Emails with J. Edwards (AB) and M. McLoughlin (KDW) regarding lease negotiations, contracts assumptions.	ERW	0.20	168.30
05/28/20	Emails with L. Shermohammed (KS), M. McLoughlin (KDW), K. Carson (RI) and J. Edwards (AB) regarding assumption, rejection and payment for June rent (.4); confer with M. McLoughlin (KDW) regarding same (.2); review amended order (.1).	ERW	0.70	589.05

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Krystal Company Committee
Client 027768
Matter 0006
June 9, 2020
Page 8

Total Original Fees for this Matter:	\$27,776.00
Less 10% Discount:	\$2,777.60
Total Fees Due:	\$24,998.40
Total For This Matter:	\$24,998.40
Total this Invoice	\$24,998.40

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Krystal Company Committee
Client 027768
Matter 0006
June 9, 2020
Page 9

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	12.80	841.50	\$10,771.20
KGH	Hines, Kayci	0.40	468.00	187.20
MJM	McLoughlin, Maeghan J	20.00	702.00	14,040.00

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP
ATTN: TREASURER'S DEPARTMENT
101 PARK AVENUE
NEW YORK, NEW YORK 10178
(212) 808-7800

PAYMENT BY WIRE:

JP MORGAN CHASE, N.A.
ABA #:021-000-021
SWIFT CODE: CHASUS33
ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
PLEASE INDICATE CLIENT, MATTER AND
INVOICE NUMBER AS PAYMENT REFERENCE

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Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

June 9, 2020

Invoice No. 2791922

027768 Krystal Company Committee
0007 Executory Contracts and Leases

Account Summary and Remittance Form

Legal Services:	\$4,881.50
Less 10% Discount:	(\$488.15)
Total Fees Due:	\$4,393.35
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$4,393.35</u>

Terms: Payment Due on or Before July 9, 2020

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ACCOUNT #: 135-046110

PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER

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Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

June 9, 2020

Invoice No. 2791922

Client 027768
Matter 0007 Executory Contracts and Leases

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
05/05/20	Review KRY and Tenn Partners objections to motion to extend assumption/rejection period.	MJM	0.30	\$210.60
05/11/20	Emails with K. Hines (KDW), S. Borders and L. Shermohammed (both of KS) regarding rejection order (.1); review same (.1); review supplemental cure notice (.1); email from M. McLoughlin (KDW) regarding same (.1).	ERW	0.40	336.60
05/11/20	Review upcoming objection deadline for 365(d)(4) extension and deadline (.2); review status of comments to proposed order 365(d)(4) (.2); emails with L. Shermohammed (.2) and S. Borders (.2) confirming whether any other; emails with M. McLoughlin regarding signoff on same (.1).	KGH	0.90	421.20
05/11/20	Emails with K. Hines (KDW) and K. Shermohammed (KS) regarding revised 365(d)(4) order.	MJM	0.20	140.40
05/12/20	Review various cure objections, Colluro family (.3); forward to M. McLoughlin (KDW) with instruction (.1).	ERW	0.40	336.60
05/13/20	Emails with K. Carson (RI) regarding supplemental cure notice (.1); email from L.	ERW	0.40	336.60

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Krystal Company Committee
Client 027768
Matter 0007
June 9, 2020
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	Shermohammed (KS) regarding lease assumption order (.1); review same (.1); instruction to M. McLoughlin (KDW) regarding same (.1).			
05/13/20	Review (.2) and comment on (.2) revised 365(d)(4) order; call with L. Shermohammed (KS) regarding same (.1); emails with E. Wilson (KDW) regarding scope of relief (.1).	MJM	0.60	421.20
05/19/20	Emails with S. Borders (KS) and J. Edwards (AB) regarding 5/21 hearing on 365(d)(4) motion (.2); follow up emails with D. Laddin (AG) regarding same (.1); prepare for (.2) and call with S. Borders (KS) and J. Edwards (AB) (.2); follow up call with S. Kulka (AG) (.2); summarize same for E. Wilson (KDW) (.2).	MJM	1.10	772.20
05/22/20	Review, comment on 365(d)(4) order.	MJM	0.20	140.40
05/27/20	Review rejection notice.	ERW	0.10	84.15
05/27/20	Review entered 365(d)(4) order (.2) and assumption/rejection procedures order (.2); analyze rejection notice (.2).	MJM	0.60	421.20
05/28/20	Calls with J. Edwards (AB) regarding 365(d)(4) order (.3); review same (.2); follow up calls with K. Carson (RIC) regarding terms of order (.3); follow up emails regarding same (.3).	MJM	1.10	772.20

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Krystal Company Committee
Client 027768
Matter 0007
June 9, 2020
Page 3

Total Original Fees for this Matter:	\$4,881.50
Less 10% Discount:	\$488.15
Total Fees Due:	\$4,393.35
Total For This Matter:	\$4,393.35
Total this Invoice	\$4,393.35

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Client 027768
Matter 0007
June 9, 2020
Page 4

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	1.30	841.50	\$1,093.95
KGH	Hines, Kayci	0.90	468.00	421.20
MJM	McLoughlin, Maeghan J	4.10	702.00	2,878.20

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JP MORGAN CHASE, N.A.
ABA #:021-000-021
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ACCOUNT NAME:KELLEY DRYE & WARREN LLP
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PLEASE INDICATE CLIENT, MATTER AND
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Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

June 9, 2020

Invoice No. 2791923

027768 Krystal Company Committee
0009 Claims Administration, Analysis & Objection

Account Summary and Remittance Form

Legal Services:	\$1,601.50
Less 10% Discount:	(\$160.15)
Total Fees Due:	\$1,441.35
Disbursements and Other Charges:	\$0.00

Total Amount Due: **\$1,441.35**

Terms: Payment Due on or Before July 9, 2020

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BANK: JP MORGAN CHASE, N.A.

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ACCOUNT #: 135-046110

PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER

AS PAYMENT REFERENCE

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New York, NY 10128

June 9, 2020

Invoice No. 2791923

Client 027768
Matter 0009 Claims Administration, Analysis & Objection

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
05/04/20	Emails with M. McLoughlin (KDW) regarding upcoming bar date.	KGH	0.20	\$93.60
05/05/20	Instruction to M. Vicinanza (KDW) regarding items in advance of May 19 bar date (.7); follow up emails regarding same (.3); emails with M. McLoughlin (KDW) regarding status of same (.2).	KGH	1.20	561.60
05/05/20	Emails with K. Hines (KDW) regarding general bar date and claims process.	MJM	0.20	140.40
05/07/20	Review claims status in light of May 19 claims bar date (.4); instruction to M. Vicinanza (KDW) regarding same (.2).	KGH	0.60	280.80
05/13/20	Emails with M. McLoughlin (KDW) regarding claims bar date.	ERW	0.10	84.15
05/13/20	Emails with E. Wilson (KDW) regarding general bar date and update to committee regarding same.	MJM	0.20	140.40
05/19/20	Review stipulations allowing filing of claims past the bar date.	MJM	0.20	140.40

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Krystal Company Committee
Client 027768
Matter 0009
June 9, 2020
Page 2

Total Original Fees for this Matter:	\$1,601.50
Less 10% Discount:	\$160.15
Total Fees Due:	\$1,441.35
Total For This Matter:	\$1,441.35
Total this Invoice	\$1,441.35

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Matter 0009
June 9, 2020
Page 3

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	0.10	841.50	\$84.15
KGH	Hines, Kayci	2.00	468.00	936.00
MJM	McLoughlin, Maeghan J	0.60	702.00	421.20

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Krystal Company Committee
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101 Park Avenue
New York, NY 10128

June 9, 2020
Invoice No. 2791924

027768 Krystal Company Committee
0011 Committee and Creditor Communications

Account Summary and Remittance Form

Legal Services:	\$15,628.00
Less 10% Discount:	(\$1,562.80)
Total Fees Due:	\$14,065.20
Disbursements and Other Charges:	\$0.00

Total Amount Due: **\$14,065.20**

Terms: Payment Due on or Before July 9, 2020

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ACCOUNT #: 135-046110

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Invoice No. 2791924

Client 027768
Matter 0011 Committee and Creditor Communications

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
05/01/20	Emails with M. McLoughlin (KDW) and T. Atkinson (PA) regarding cure objection (.2); emails with K. Carson (RI) regarding Nashville break-up fee (.2).	ERW	0.40	\$336.60
05/01/20	Emails with T. Atkinson (NCR) regarding cure objection and contact information for debtors.	MJM	0.20	140.40
05/05/20	Confer with M. McLoughlin (KDW) regarding revised Fortress bid, committee update, KCC invoice (.2); instruction to M. McLoughlin (KDW) regarding tomorrow's committee call (.1); emails to C. Zucker (FTI) regarding same (.1); update to committee regarding same (.1); email from S. Marshall (Coca-Cola) regarding same (.1).	ERW	0.60	504.90
05/05/20	Draft committee update on bid deadline, updated credit bid adequate assurance information (.5); confer (.2) and emails (.1) with E. Wilson (KDW) regarding same; revise same (.2).	MJM	1.00	702.00
05/05/20	Respond to creditor inquiries regarding bar date and filing of same.	MMV	0.20	54.90

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Krystal Company Committee
Client 027768
Matter 0011
June 9, 2020
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
05/06/20	Emails with C. Marshall (Coca-Cola) regarding cancellation of auction.	ERW	0.10	84.15
05/06/20	Emails with C. Marshall (Coca Cola) regarding sale update (.2) and review docket in response to questions (.1); emails with K. Carson (RIC) and review designation rights procedures in connection with same (.3); review email correspondence between K. Carson and A&M (.1) and further emails with K. Carson regarding amended cure amounts (.2).	MJM	0.90	631.80
05/07/20	Emails with K. Carson (RIC) regarding general bar date.	MJM	0.20	140.40
05/08/20	Emails with P. Rosenblatt (KL) and C. Zucker (FTI) regarding administrative solvency (.2); emails with M. McLoughlin (KDW) and R. Lemisch (SC) regarding sale, assumption (.1); email with M. McLoughlin (KDW) regarding rescheduling Wednesday's call (.2); review and revise update (.2).	ERW	0.70	589.05
05/08/20	Emails and call with R. Lemisch (KH) regarding SLM claim and go-forward business; draft and revise committee update on substantial contribution motion (.7); emails with K. Carson (RIC) and E. Wilson (KDW) regarding same (.2).	MJM	1.10	772.20
05/09/20	Emails with K. Carson (RI) regarding substantial contribution claim.	ERW	0.20	168.30

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June 9, 2020
Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
05/11/20	Emails with K. Carson (RI) and J. Edwards (AB) regarding Nashville claim (.1); review agenda for tomorrow's hearing (.1); forward to M. McLoughlin (KDW) with instruction (.1).	ERW	0.30	252.45
05/11/20	Draft committee update regarding supplemental cure notice.	MJM	0.30	210.60
05/12/20	Emails with C. Marshall (Coca-Cola) and S. Simms (FTI) regarding management turnover.	ERW	0.20	168.30
05/12/20	Email with M. Rogers (NCR) regarding tomorrow's hearing (.1); email with R. Lemisch (KH) regarding cure objection deadline (.1); email with K. Carson (RIC) regarding supplemental cure notice (.1).	MJM	0.30	210.60
05/13/20	Draft committee update on sale hearing (.4); revise, send same (.2).	MJM	0.60	421.20
05/14/20	Conference call (.2) and emails (.2); with M. Roger (NCR) regarding cure, resignation.	ERW	0.40	336.60
05/15/20	Review cure notice and supplemental cure notice (.2) and call with C. Level (KH) regarding changes between such documents (.1).	MJM	0.30	210.60
05/18/20	Emails with M. McLoughlin (KDW) regarding next committee call.	ERW	0.20	168.30
05/18/20	Emails with E. Wilson (KDW) (.1) and C. Zucker (FTI) (.1) regarding committee call; review docket and sale documents for upcoming dates/deadlines (.3) and draft	MJM	1.80	1,263.60

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Matter 0011
June 9, 2020
Page 4

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
05/19/20	talking points (.1) and agenda (.2) for same. Emails with M. McLoughlin (KDW) and C. Zucker (FTI) regarding talking points for tomorrow's call (.2); review and comment on same (.3); emails with T. Atkinson (UB) and M Rogers (NCR) regarding resignation from UCC (.2); instruction to M. McLoughlin (KDW) regarding same (.4); update to committee regarding tomorrow's call (.1); confer with M. McLoughlin (KDW) regarding tomorrow's call (.2)	ERW	1.20	1,009.80
05/19/20	Coordinate removal from committee member emails of Mark Rogers and counsel in light of CNA committee member resignation.	KGH	0.20	93.60
05/19/20	Draft, send committee update (.2); update talking points (.5); emails with E. Wilson (KDW) regarding committee call (.1); emails with M. Rogers (NCR) regarding resignation (.1) and follow up regarding removal from distribution list (.1); call with E. Wilson (KDW) to prepare for same (.2); call with K. Carson (RIC) regarding 365(d)(4) motion (.2).	MJM	1.40	982.80
05/20/20	Prepare for call (.2) and call (.3) with committee regarding case status, next steps; review and comment on update to committee (.2); further emails to M. McLoughlin (KDW) regarding NCR resignation from committee (.2).	ERW	0.90	757.35

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Krystal Company Committee
Client 027768
Matter 0011
June 9, 2020
Page 5

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
05/20/20	Prepare for (.1) and participate in (.3) committee call; draft committee update with relevant orders/dates (.3).	MJM	0.70	491.40
05/21/20	Emails with M. McLoughlin (KDW) regarding NCR resignation (.1); review and comment on committee update (.2).	ERW	0.30	252.45
05/21/20	Draft update to UST regarding NCR's resignation (.2); draft committee update on designation rights notice and NCR's resignation (.3).	MJM	0.50	351.00
05/22/20	Further emails to M. McLoughlin (KDW) regarding NCR resignation.	ERW	0.20	168.30
05/22/20	Review and comment on committee update regarding designation rights (.1); email to UST regarding NCR (.1); emails with M. McLoughlin (KDW) and K. Carson (RI) regarding comments to orders (.2); update to committee regarding designation rights, sale closing (.1).	ERW	0.50	420.75
05/22/20	Send committee email regarding designation rights list and next steps.	MJM	0.30	210.60
05/23/20	Emails with M. McLoughlin (KDW) and C. Marshall (Coca-Cola) regarding designation issues (.2); further emails with M. McLoughlin (KDW) and K. Carson (RI) regarding form of orders (.2).	ERW	0.40	336.60
05/23/20	Emails with K. Carson (RIC) regarding revisions to 365(d)(4) order.	MJM	0.20	140.40

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Client 027768
Matter 0011
June 9, 2020
Page 6

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
05/26/20	Call with K. Carson (RIC) regarding 365(d)(4) order and rent relief negotiations (.2); emails with C. Marshall (Coca Cola) and J. Edwards (AB) regarding status of rejected contracts (.2); follow up emails with M. Bordwin (KS) regarding rent relief (.1).	MJM	0.50	351.00
05/27/20	Emails with K. Carson (RI) (.1) and C. Marshall (Coca-Cola) (.1) regarding order, contract disposition; emails from M. McLoughlin (KDW) and M. Duedall (BC) regarding rejection (.1); emails from M. McLoughlin (KDW) and C. Marshall (Coca-Cola) regarding rejection (.1).	ERW	0.40	336.60
05/27/20	Email S. Kulka (AGG) fully executed committee bylaws.	KGH	0.20	93.60
05/27/20	Emails with S. Kulka (AG) regarding bylaws and confidentiality agreement (.2); review emails for executed drafts of same (.2); draft committee update on rejection notice (.2); emails with C. Marshal (Coca Cola) (.2) and M. Duedall (.2) regarding impact of rejection.	MJM	1.00	702.00

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Page 7

Total Original Fees for this Matter:	\$15,628.00
Less 10% Discount:	\$1,562.80
Total Fees Due:	\$14,065.20
Total For This Matter:	\$14,065.20
Total this Invoice	\$14,065.20

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	7.00	841.50	\$5,890.50
KGH	Hines, Kayci	0.40	468.00	187.20
MJM	McLoughlin, Maeghan J	11.30	702.00	7,932.60
MMV	Vicinanza, Marie M	0.20	274.50	54.90

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AFFILIATE OFFICE:
MUMBAI, INDIA

Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

June 9, 2020

Invoice No. 2791925

027768 Krystal Company Committee
0012 Business Operations

Account Summary and Remittance Form

Legal Services:	\$873.00
Less 10% Discount:	(\$87.30)
Total Fees Due:	\$785.70
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$785.70

Terms: Payment Due on or Before July 9, 2020

Please Return This Page With Your Payment

PAYMENT BY WIRE OR ACH IS PREFERRED:

BANK: JP MORGAN CHASE, N.A.

ABA #: 021-000-021

SWIFT CODE: CHASUS33

ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #: 135-046110

PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER

AS PAYMENT REFERENCE

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP

ATTN: TREASURER'S DEPARTMENT

101 PARK AVENUE

NEW YORK, NEW YORK 10178

(212) 808-7800

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Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

June 9, 2020

Invoice No. 2791925

Client 027768
Matter 0012 Business Operations

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
05/07/20	Email from J. Simpson (A&M) regarding weekly cash reporting (.1); review same (.1).	ERW	0.20	\$168.30
05/07/20	Review cash variance report.	MJM	0.20	140.40
05/14/20	Email from J. Simpson (AM) regarding cash report (.1); review same (.1).	ERW	0.20	168.30
05/14/20	Review cash flow report.	MJM	0.20	140.40
05/20/20	Email from M. Kuan (FTI) regarding budget report (.1); review same (.1).	ERW	0.20	168.30

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Krystal Company Committee
Client 027768
Matter 0012
June 9, 2020
Page 2

Total Original Fees for this Matter:	\$873.00
Less 10% Discount:	\$87.30
Total Fees Due:	\$785.70
Total For This Matter:	\$785.70
Total this Invoice	\$785.70

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Krystal Company Committee
Client 027768
Matter 0012
June 9, 2020
Page 3

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	0.60	841.50	\$504.90
MJM	McLoughlin, Maeghan J	0.40	702.00	280.80

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JP MORGAN CHASE, N.A.
ABA #:021-000-021
SWIFT CODE: CHASUS33
ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
PLEASE INDICATE CLIENT, MATTER AND
INVOICE NUMBER AS PAYMENT REFERENCE

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c/o James Carr
101 Park Avenue
New York, NY 10128

June 9, 2020

Invoice No. 2791926

027768 Krystal Company Committee
0013 Court Hearings

Account Summary and Remittance Form

Legal Services:	\$10,131.00
Less 10% Discount:	(\$1,013.10)
Total Fees Due:	\$9,117.90
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$9,117.90

Terms: Payment Due on or Before July 9, 2020

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PAYMENT BY WIRE OR ACH IS PREFERRED:

BANK: JP MORGAN CHASE, N.A.

ABA #: 021-000-021

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ACCOUNT #: 135-046110

PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER

AS PAYMENT REFERENCE

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP

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Krystal Company Committee
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101 Park Avenue
New York, NY 10128

June 9, 2020

Invoice No. 2791926

Client 027768
Matter 0013 Court Hearings

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
05/11/20	Review telephonic call in information for Judge Bonapfel (.2); emails regarding same (.2); review agenda for tomorrow's hearing in light of same (.2).	KGH	0.60	\$280.80
05/11/20	Review hearing agenda for 5/12 hearing (.2) and brief review of objections to 365(d)(4) motion (.3).	MJM	0.50	351.00
05/12/20	Emails with M. McLoughlin (KDW) and M. Rogers (NCR) regarding sale hearing (.1); conference call with M. McLoughlin (KDW) regarding disposition of todays hearing, break-up fee and sale order (.3).	ERW	0.40	336.60
05/12/20	Review and circulate agenda for tomorrow's sale hearing.	KGH	0.20	93.60
05/12/20	Prepare for today's hearing (.3) and emails with S. Kulka (AG) regarding same (.1); participate in omnibus hearing (1.3); discuss hearing outcome with E. Wilson (KDW) (.3); prepare for tomorrow's sale and cash collateral hearing (.5); review agenda (.1) and amended agenda (.1); review objections to sale/adequate assurance in preparation for tomorrow's	MJM	3.10	2,176.20

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Krystal Company Committee
Client 027768
Matter 0013
June 9, 2020
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	hearing (.4).			
05/13/20	Partial telephonic participation on sale, settlement hearing (.8); conference call with M. McLoughlin (KDW) regarding disposition of today's hearing (.3); review and comment on hearing update to committee (.1).	ERW	1.20	1,009.80
05/13/20	Prepare for hearing (.4); participate in sale/cash collateral hearing (1.7); follow up calls with S. Kulka (AG) (.2) and E. Wilson (KDW) (.2) regarding hearing outcome.	MJM	2.50	1,755.00
05/18/20	Confer with M. McLoughlin (KDW) regarding Thursday's hearing.	ERW	0.20	168.30
05/18/20	Call with E. Wilson to discuss this week's hearing and preparation for same.	MJM	0.20	140.40
05/19/20	Emails with S. Borders (KS), D. Laddin (AG) and J. Edwards (AB) regarding hearing.	ERW	0.40	336.60
05/20/20	Review agenda for 5/21 hearing.	MJM	0.20	140.40
05/21/20	Confer with M. McLoughlin (KDW) regarding today's hearing (.2); partial participation on today's hearing (.5); follow-up call (.2) and email (.1) with M. McLoughlin (KDW) regarding same.	ERW	1.00	841.50
05/21/20	Participate in 5/21 hearing (1.0); calls (.2) and emails (.2) with E. Wilson (KDW) regarding outcome, next steps.	MJM	1.40	982.80
05/22/20	Emails to M. McLoughlin (KDW) regarding disposition of yesterday's hearing, update to committee (.2); emails with S. Kulka (AG)	ERW	0.40	336.60

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Krystal Company Committee
Client 027768
Matter 0013
June 9, 2020
Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
05/26/20	regarding Tuesday's hearing (.2). Emails with S. Kulka (AG) regarding disposition of today's hearing.	ERW	0.20	168.30

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Krystal Company Committee
Client 027768
Matter 0013
June 9, 2020
Page 4

Total Original Fees for this Matter:	\$10,131.00
Less 10% Discount:	\$1,013.10
Total Fees Due:	\$9,117.90
Total For This Matter:	\$9,117.90
Total this Invoice	\$9,117.90

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Krystal Company Committee
Client 027768
Matter 0013
June 9, 2020
Page 5

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	3.80	841.50	\$3,197.70
KGH	Hines, Kayci	0.80	468.00	374.40
MJM	McLoughlin, Maeghan J	7.90	702.00	5,545.80

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101 PARK AVENUE
NEW YORK, NEW YORK 10178
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PAYMENT BY WIRE:

JP MORGAN CHASE, N.A.
ABA #:021-000-021
SWIFT CODE: CHASUS33
ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
PLEASE INDICATE CLIENT, MATTER AND
INVOICE NUMBER AS PAYMENT REFERENCE

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Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

June 9, 2020

Invoice No. 2791927

027768 Krystal Company Committee
0014 Relief From Stay/Adequate Protection

Account Summary and Remittance Form

Legal Services:	\$499.00
Less 10% Discount:	(\$49.90)
Total Fees Due:	\$449.10
Disbursements and Other Charges:	\$0.00

Total Amount Due: **\$449.10**

Terms: Payment Due on or Before July 9, 2020

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PAYMENT BY WIRE OR ACH IS PREFERRED:

BANK: JP MORGAN CHASE, N.A.

ABA #: 021-000-021

SWIFT CODE: CHASUS33

ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #: 135-046110

PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER

AS PAYMENT REFERENCE

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP

ATTN: TREASURER'S DEPARTMENT

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Krystal Company Committee
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101 Park Avenue
New York, NY 10128

June 9, 2020

Invoice No. 2791927

Client 027768
Matter 0014 Relief From Stay/Adequate Protection

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
05/05/20	Review KRY stay relief/adequate protection motion and related documents.	MJM	0.40	\$280.80
05/08/20	Review KRY lift stay motion (.1); instruction to M. McLoughlin (KDW) regarding same (.1).	ERW	0.20	168.30

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AFFILIATE OFFICE:
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Krystal Company Committee
Client 027768
Matter 0014
June 9, 2020
Page 2

Total Original Fees for this Matter:	\$499.00
Less 10% Discount:	\$49.90
Total Fees Due:	\$449.10
Total For This Matter:	\$449.10
Total this Invoice	\$449.10

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AFFILIATE OFFICE:
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Krystal Company Committee
Client 027768
Matter 0014
June 9, 2020
Page 3

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	0.20	841.50	\$168.30
MJM	McLoughlin, Maeghan J	0.40	702.00	280.80

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP
ATTN: TREASURER'S DEPARTMENT
101 PARK AVENUE
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PAYMENT BY WIRE:

JP MORGAN CHASE, N.A.
ABA #:021-000-021
SWIFT CODE: CHASUS33
ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
PLEASE INDICATE CLIENT, MATTER AND
INVOICE NUMBER AS PAYMENT REFERENCE

RUN DATE: June 8, 2020 17:53:35

Billing Timekeeper: 01118 - Carr, James S
Prebill #: 1708176
027768 - Krystal Company Committee
0001 - Case Administration

DATE THRU: May 31, 2020

Page: 1
Responsible Timekeeper: 01118 - Carr, James S
FORMAT 021DISC10

Other Charges/Disbursements

Atty ID	Attorney	Date	Description	Bill Amount	Disp.	Disb Id
07383	McLoughlin , M.J.	04/01/20	Westlaw Research	569.05	H T W	8674518
07383	McLoughlin , M.J.	04/23/20	Westlaw Research	83.03	H T W	8674519
07383	McLoughlin , M.J.	05/21/20	Westlaw Research	87.49	H T W	8676820
Totals:				\$739.57		

RUN DATE: June 8, 2020 17:53:35

Billing Timekeeper: 01118 - Carr, James S
Prebill #: 1708176
027768 - Krystal Company Committee
0001 - Case Administration

DATE THRU: May 31, 2020

Page: 2
Responsible Timekeeper: 01118 - Carr, James S
FORMAT 021DISC10

Other Charges Summary
000254 Westlaw Research

Amount	Disp
739.57	H T W
739.57	

Bill Summary:

Total Disbursements:

739.57

Total Due:

\$739.57

Attorney Instructions:

/ / Bill Total Time & Expenses at Standard Amount.

Amount To
be billed. \$_____

/ / Bill Total Time & Expenses as specified by Amount to be billed.

Approved by _____

/ / Write Off as Unbillable.

/ / Hold, do not Bill

Kelley Drye & Warren LLP Total June 2020 Fees & Expenses Due

Total June Fees Due:	\$12,021.75
Total June Expenses Due:	\$98.40
Total June Fees and Expenses Due:	\$12,120.15

Kelley Drye & Warren LLP Payment Information – Wire or ACH

Bank Name:	JP Morgan Chase Bank, N.A.
ABA No.:	021-000-021
Bank Address:	270 Park Avenue New York, NY 10017
Account Name:	Kelley Drye & Warren LLP
Account No.:	135046110
SWIFT Code:	CHASUS33

Kelley Drye & Warren LLP June 2020 Fee Summary Breakdown By Matter

Matter 0004: Fee Matters			
Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	3.5	\$2,945.25
MJM	McLoughlin, Maeghan J.	1.1	\$772.20
KGH	Hines, Kayci G.	4.7	\$2,199.60
MMV	Vicinanza, Marie M.	2.3	\$631.35
Totals for Matter 0004: Fee Matters		11.6	\$6,548.40

Matter 0006: Asset Analysis, Recovery and Disposition			
Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	0.8	\$673.20
MJM	McLoughlin, Maeghan J.	1.6	\$1,123.20
Totals for Matter 0006: Asset Analysis, Recovery and Disposition		2.4	\$1,796.40

Matter 0010: Disclosure Statement & Plan			
Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	0.2	\$168.30
MJM	McLoughlin, Maeghan J.	0.2	\$140.40
Totals for Matter 0010: Disclosure Statement & Plan		0.4	\$308.70

Matter 0011: Committee and Creditor Communications			
Timekeeper Code	Timekeeper	Hours	Amount
EWR	Wilson, Eric R.	0.3	\$252.45
MJM	McLoughlin, Maeghan J.	0.4	\$280.80
Totals for Matter 0011: Committee and Creditor Communications		0.7	\$533.25

Matter 0013: Court Hearings			
Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	1.2	\$1,009.80
MJM	McLoughlin, Maeghan J.	2.6	\$1,825.20
Totals for Matter 0013: Court Hearings		3.8	\$2,835.00

Kelley Drye & Warren LLP June 2020 Expense Breakdown

Duplication	\$98.40
Total Expenses:	\$98.40

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Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

July 8, 2020
Invoice No. 2793936

027768 Krystal Company Committee
0001 Case Administration

Account Summary and Remittance Form

Legal Services:	\$0.00
Less 10% Discount:	(\$0.00)
Total Fees Due:	\$0.00
Disbursements and Other Charges:	\$98.40

Total Amount Due: \$98.40

Terms: Payment Due on or Before August 7, 2020

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New York, NY 10128

July 8, 2020
Invoice No. 2793936

Client 027768
Matter 0001 Case Administration

Attorney: 01118

Page 1

Other Charges:

Duplication	\$98.40
Total Other Charges for this Matter:	98.40
Total this Invoice	\$98.40

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New York, NY 10128

July 8, 2020
Invoice No. 2793937

027768 Krystal Company Committee
0004 Fee Matters (Applications & Objections)

Account Summary and Remittance Form

Legal Services:	\$7,276.00
Less 10% Discount:	(\$727.60)
Total Fees Due:	\$6,548.40
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$6,548.40

Terms: Payment Due on or Before August 7, 2020

Please Return This Page With Your Payment

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Invoice No. 2793937

Client 027768
Matter 0004 Fee Matters (Applications & Objections)

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
06/01/20	Emails with S. Kulka (AG) regarding final fee applications (.2); emails with J. Tibus (AM) regarding June fee statement (.2).	ERW	0.40	\$336.60
06/02/20	Emails with M. McLoughlin and K. Hines (both of KDW) and S. Kulka (AG) regarding monthly fee statement, final fee statement (.3); emails with J. Tibus (AM) regarding May fees (.2).	ERW	0.50	420.75
06/02/20	Review timeline to file final fee application.	KGH	0.20	93.60
06/02/20	Emails with E. Wilson (KDW) and S. Kulka (AG) regarding final fee application.	MJM	0.20	140.40
06/04/20	Review pre-bills preparatory to June statement, reasonableness.	ERW	0.60	504.90
06/05/20	Follow up email to M. McLoughlin (KDW) regarding timing for filing final fee application.	KGH	0.10	46.80
06/08/20	Email from A. Deese (AG) regarding June fee statement (.1); review statement (.1).	ERW	0.20	168.30
06/09/20	Emails to K. Hines and M. Vicinanza (both of KDW) regarding June fee statement.	ERW	0.30	252.45
06/09/20	Instruction (2x) to M. Vicinanza (KDW) regarding preparing final fee worksheet (.4);	KGH	1.70	795.60

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Krystal Company Committee
Client 027768
Matter 0004
July 8, 2020
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	review April fee worksheet for completeness and correctness (.6); phone conference with M. Vicinanza regarding timing for filing same (.1); review and revise fee statement (.6).			
06/09/20	Organize May invoices (.2); prepare May fee statement worksheet (.9); prepare interim fee statement worksheet (.7); prepare summary of May exhibit of fees (.5)	MMV	2.30	631.35
06/10/20	Emails to K. Hines and M. Vicinanza (both of KDW) regarding fee statements.	ERW	0.20	168.30
06/10/20	Review May fee statement worksheet for completeness and correctness (.5); review and revise fee statement (.6).	KGH	1.10	514.80
06/11/20	Emails with K. Hines and M. McLoughlin (both of KDW) regarding June fee statement (.2); review and comment on fee statement (.2).	ERW	0.40	336.60
06/11/20	Review updated timeline for filing final fee application (.2); draft cover letter (.2); review invoices for redaction (.7); compile May invoices for same (.3); email to E. Wilson and M. McLoughlin for review (.2).	KGH	1.60	748.80
06/11/20	Review May fee statement and invoices (.4); email E. Wilson (KDW) regarding same (.1).	MJM	0.50	351.00
06/12/20	Email from L. Forster (SW) regarding SW June statement (.1); review same (.1); forward to M. McLoughlin (KDW) (.1); email from C. Pope-Koch (KS) regarding K&S June	ERW	0.50	420.75

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Krystal Company Committee
Client 027768
Matter 0004
July 8, 2020
Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	statement (.1); review same (.1).			
06/15/20	Finalize, send KDW May fee statement.	MJM	0.20	140.40
06/17/20	Email from A. Deese (FTI) regarding FTI fee statement (.1); review same (.1).	ERW	0.20	168.30
06/26/20	Emails with M. McLoughlin (KDW), J. Tibus (A&M) regarding June statement.	ERW	0.20	168.30
06/26/20	Email with J. Tibus (AG) regarding payment of KDW May fees.	MJM	0.20	140.40

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Krystal Company Committee
Client 027768
Matter 0004
July 8, 2020
Page 4

Total Original Fees for this Matter:	\$7,276.00
Less 10% Discount:	\$727.60
Total Fees Due:	\$6,548.40
Total For This Matter:	\$6,548.40
Total this Invoice	\$6,548.40

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Krystal Company Committee
Client 027768
Matter 0004
July 8, 2020
Page 5

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	3.50	841.50	\$2,945.25
KGH	Hines, Kayci	4.70	468.00	2,199.60
MJM	McLoughlin, Maeghan J	1.10	702.00	772.20
MMV	Vicinanza, Marie M	2.30	274.50	631.35

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP
ATTN: TREASURER'S DEPARTMENT
101 PARK AVENUE
NEW YORK, NEW YORK 10178
(212) 808-7800

PAYMENT BY WIRE:

JP MORGAN CHASE, N.A.
ABA #:021-000-021
SWIFT CODE: CHASUS33
ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
PLEASE INDICATE CLIENT, MATTER AND
INVOICE NUMBER AS PAYMENT REFERENCE

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AFFILIATE OFFICE:
MUMBAI, INDIA

Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

July 8, 2020
Invoice No. 2793938

027768 Krystal Company Committee
0006 Asset Analysis, Recovery and Disposition

Account Summary and Remittance Form

Legal Services:	\$1,996.00
Less 10% Discount:	(\$199.60)
Total Fees Due:	\$1,796.40
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$1,796.40

Terms: Payment Due on or Before August 7, 2020

Please Return This Page With Your Payment

PAYMENT BY WIRE OR ACH IS PREFERRED:

BANK: JP MORGAN CHASE, N.A.

ABA #: 021-000-021

SWIFT CODE: CHASUS33

ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #: 135-046110

PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER

AS PAYMENT REFERENCE

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP

ATTN: TREASURER'S DEPARTMENT

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Krystal Company Committee
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101 Park Avenue
New York, NY 10128

July 8, 2020

Invoice No. 2793938

Client 027768
Matter 0006 Asset Analysis, Recovery and Disposition

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
06/01/20	Review assignment notice (.2); email C. Marshall (Coca-Cola) regarding same (.1).	MJM	0.30	\$210.60
06/02/20	Review list of assigned contracts (.1.); emails with M. McLoughlin (KDW) and C. Marshall (Coca-Cola) regarding same (.1).	ERW	0.20	168.30
06/03/20	Review today's assumption notice.	MJM	0.20	140.40
06/10/20	Review rejection (.1) and assumption (.1) notices.	MJM	0.20	140.40
06/16/20	Emails with M. McLoughlin (KDW) and C. Marshall (Coca-Cola) regarding assumption notices.	ERW	0.20	168.30
06/16/20	Review assumption notice (.1) and email E. Wilson (KDW) (.1) status of same; follow up email with C. Marshall (Coca-Cola) (.1).	MJM	0.30	210.60
06/24/20	Calls (2X) and emails with S. Wagner (EEOC) regarding distributions and sale order.	MJM	0.30	210.60
06/30/20	Emails with K. Carson (RI), R. Lemisch (KH) and C. Marshall (Coca-Cola) regarding assumption (.3); review assumption notice (.1).	ERW	0.40	336.60
06/30/20	Review assumption and rejection notices.	MJM	0.30	210.60

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Krystal Company Committee
Client 027768
Matter 0006
July 8, 2020
Page 2

Total Original Fees for this Matter:	\$1,996.00
Less 10% Discount:	\$199.60
Total Fees Due:	\$1,796.40
Total For This Matter:	\$1,796.40
Total this Invoice	\$1,796.40

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Krystal Company Committee
Client 027768
Matter 0006
July 8, 2020
Page 3

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	0.80	841.50	\$673.20
MJM	McLoughlin, Maeghan J	1.60	702.00	1,123.20

PAYMENT BY CHECK:

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NEW YORK, NEW YORK 10178
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PAYMENT BY WIRE:

JP MORGAN CHASE, N.A.
ABA #:021-000-021
SWIFT CODE: CHASUS33
ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
PLEASE INDICATE CLIENT, MATTER AND
INVOICE NUMBER AS PAYMENT REFERENCE

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AFFILIATE OFFICE:
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Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

July 8, 2020
Invoice No. 2793939

027768 Krystal Company Committee
0010 Disclosure Statement/Plan Issues

Account Summary and Remittance Form

Legal Services:	\$343.00
Less 10% Discount:	(\$34.30)
Total Fees Due:	\$308.70
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$308.70

Terms: Payment Due on or Before August 7, 2020

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BANK: JP MORGAN CHASE, N.A.

ABA #: 021-000-021

SWIFT CODE: CHASUS33

ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #: 135-046110

**PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER
AS PAYMENT REFERENCE**

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Krystal Company Committee
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101 Park Avenue
New York, NY 10128

July 8, 2020

Invoice No. 2793939

Client 027768
Matter 0010 Disclosure Statement/Plan Issues

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
06/11/20	Emails with M. McLoughlin (KDW) and S. Kulka (AG) regarding case dismissal, A&M.	ERW	0.20	\$168.30
06/11/20	Emails with S. Kulka (AG) regarding dismissal motion.	MJM	0.20	140.40

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Krystal Company Committee
Client 027768
Matter 0010
July 8, 2020
Page 2

Total Original Fees for this Matter:	\$343.00
Less 10% Discount:	\$34.30
Total Fees Due:	\$308.70
Total For This Matter:	\$308.70
Total this Invoice	\$308.70

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Client 027768
Matter 0010
July 8, 2020
Page 3

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	0.20	841.50	\$168.30
MJM	McLoughlin, Maeghan J	0.20	702.00	140.40

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PAYMENT BY WIRE:

JP MORGAN CHASE, N.A.
ABA #:021-000-021
SWIFT CODE: CHASUS33
ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
PLEASE INDICATE CLIENT, MATTER AND
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101 Park Avenue
New York, NY 10128

July 8, 2020
Invoice No. 2793940

027768 Krystal Company Committee
0011 Committee and Creditor Communications

Account Summary and Remittance Form

Legal Services:	\$592.50
Less 10% Discount:	(\$59.25)
Total Fees Due:	\$533.25
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$533.25

Terms: Payment Due on or Before August 7, 2020

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BANK: JP MORGAN CHASE, N.A.

ABA #: 021-000-021

SWIFT CODE: CHASUS33

ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #: 135-046110

PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER

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July 8, 2020

Invoice No. 2793940

Client 027768
Matter 0011 Committee and Creditor Communications

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
06/01/20	Further emails with M. McLoughlin (KDW) and M. Rogers (NCR) regarding resignation.	ERW	0.10	\$84.15
06/01/20	Emails with M. Rogers (NCR) regarding resignation email to UST.	MJM	0.20	140.40
06/23/20	Emails (.1) and instruction (.1) to M. McLoughlin (KDW) regarding EEOC inquiry.	ERW	0.20	168.30
06/30/20	Emails with C. Marshall (Coca-Cola) and J. Stauffer (SLM) regarding disposition of contracts.	MJM	0.20	140.40

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Krystal Company Committee
Client 027768
Matter 0011
July 8, 2020
Page 2

Total Original Fees for this Matter:	\$592.50
Less 10% Discount:	\$59.25
Total Fees Due:	\$533.25
Total For This Matter:	\$533.25
Total this Invoice	\$533.25

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Krystal Company Committee
Client 027768
Matter 0011
July 8, 2020
Page 3

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	0.30	841.50	\$252.45
MJM	McLoughlin, Maeghan J	0.40	702.00	280.80

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PAYMENT BY WIRE:

JP MORGAN CHASE, N.A.
ABA #:021-000-021
SWIFT CODE: CHASUS33
ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
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INVOICE NUMBER AS PAYMENT REFERENCE

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Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

July 8, 2020
Invoice No. 2793941

027768 Krystal Company Committee
0013 Court Hearings

Account Summary and Remittance Form

Legal Services:	\$3,150.00
Less 10% Discount:	(\$315.00)
Total Fees Due:	\$2,835.00
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$2,835.00</u>

Terms: Payment Due on or Before August 7, 2020

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PAYMENT BY WIRE OR ACH IS PREFERRED:

BANK: JP MORGAN CHASE, N.A.

ABA #: 021-000-021

SWIFT CODE: CHASUS33

ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #: 135-046110

PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER

AS PAYMENT REFERENCE

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP

ATTN: TREASURER'S DEPARTMENT

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Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

July 8, 2020

Invoice No. 2793941

Client 027768
Matter 0013 Court Hearings

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
06/01/20	Emails with M. McLoughlin (KDW) regarding tomorrow's continued cash collateral hearing.	ERW	0.20	\$168.30
06/01/20	Call with S. Kulka (AG) regarding tomorrow's hearing (.1) and emails with E. Wilson (KDW) regarding same (.1).	MJM	0.20	140.40
06/02/20	Emails with M. McLoughlin (KDW) regarding disposition of today's hearing.	ERW	0.20	168.30
06/02/20	Prepare for (.1), participate in (.6); and summarize (.1) outcome of cash collateral hearing.	MJM	0.80	561.60
06/03/20	Confer with M. McLoughlin (KDW) regarding disposition of hearing.	ERW	0.20	168.30
06/03/20	Call with E. Wilson (KDW) regarding June 2 hearing and June 17 hearing.	MJM	0.20	140.40
06/15/20	Confer with M. McLoughlin (KDW) regarding Thursday's hearing.	ERW	0.20	168.30
06/15/20	Call with E. Wilson (KDW) to prepare for Wednesday's hearing (.2); call with S. Borders (KS) to discuss the agenda for Wednesday's hearing (.2); follow up call with S. Kulka (AG) to discuss the hearing and related matters (.5).	MJM	0.90	631.80

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Krystal Company Committee
Client 027768
Matter 0013
July 8, 2020
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
06/17/20	Emails with M. McLoughlin (KDW) regarding disposition of today's hearing.	ERW	0.20	168.30
06/17/20	Participate in omnibus hearing (.2) and summarize outcome of same for E. Wilson (KDW) (.1).	MJM	0.30	210.60
06/18/20	Confer with M. McLoughlin (KDW) regarding disposition of yesterday's hearing.	ERW	0.20	168.30
06/18/20	Discuss outcome of yesterday's hearing with E. Wilson (KDW).	MJM	0.20	140.40

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Krystal Company Committee
Client 027768
Matter 0013
July 8, 2020
Page 3

Total Original Fees for this Matter:	\$3,150.00
Less 10% Discount:	\$315.00
Total Fees Due:	\$2,835.00
Total For This Matter:	\$2,835.00
Total this Invoice	\$2,835.00

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Krystal Company Committee
Client 027768
Matter 0013
July 8, 2020
Page 4

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	1.20	841.50	\$1,009.80
MJM	McLoughlin, Maeghan J	2.60	702.00	1,825.20

PAYMENT BY CHECK:

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(212) 808-7800

PAYMENT BY WIRE:

JP MORGAN CHASE, N.A.
ABA #:021-000-021
SWIFT CODE: CHASUS33
ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
PLEASE INDICATE CLIENT, MATTER AND
INVOICE NUMBER AS PAYMENT REFERENCE

RUN DATE: July 8, 2020 15:33:46

Billing Timekeeper: 01118 - Carr, James S
Prebill #: 1711844
027768 - Krystal Company Committee
0001 - Case Administration

DATE THRU: June 30, 2020

Page: 1
Responsible Timekeeper: 01118 - Carr, James S
FORMAT 021DISC10

c/o James Carr
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New York, NY 10128

Other Charges/Disbursements

Atty ID	Attorney	Date	Description	Bill Amount	Disp.	Disb Id
		06/15/20	Duplication	98.40	H T W	8678195
Totals:				\$98.40		

RUN DATE: July 8, 2020 15:33:46

Billing Timekeeper: 01118 - Carr, James S
Prebill #: 1711844
027768 - Krystal Company Committee
0001 - Case Administration

DATE THRU: June 30, 2020

Page: 2
Responsible Timekeeper: 01118 - Carr, James S
FORMAT 021DISC10

	Other Charges Summary	Amount	Disp
000203	Duplication	98.40	H T W
	Total	98.40	

Kelley Drye & Warren LLP Total July 2020 Fees & Expenses Due

Total July Fees Due:	\$8,276.40
Total July Expenses Due:	\$0.00
Total July Fees and Expenses Due:	\$8,276.40

Kelley Drye & Warren LLP Payment Information – Wire or ACH

Bank Name:	JP Morgan Chase Bank, N.A.
ABA No.:	021-000-021
Bank Address:	270 Park Avenue New York, NY 10017
Account Name:	Kelley Drye & Warren LLP
Account No.:	135046110
SWIFT Code:	CHASUS33

Kelley Drye & Warren LLP July 2020 Fee Summary Breakdown By Matter

Matter 0001: Case Administration			
Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	0.3	\$252.45
Totals for Matter 0001: Case Administration		0.3	\$252.45

Matter 0004: Fee Matters (Applications & Orders)			
Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	1.8	\$1,514.70
MJM	McLoughlin, Maeghan J.	0.4	\$280.80
KGH	Hines, Kayci G.	8.9	\$4,165.20
MMV	Vicinanza, Marie M.	2.2	\$603.90
Totals for Matter 0004:			
Fee Matters (Applications & Orders)		13.3	\$6,564.60

Matter 0006: Asset Analysis Recovery and Disposition			
Timekeeper Code	Timekeeper	Hours	Amount
MJM	McLoughlin, Maeghan J.	0.2	\$140.40
Totals for Matter 0006:			
Asset Analysis Recovery and Disposition		0.2	\$140.40

Matter 0007: Executory Contracts & Leases			
Timekeeper Code	Timekeeper	Hours	Amount
MJM	McLoughlin, Maeghan J.	0.4	\$280.80
Totals for Matter 0007:			
Executory Contracts & Leases		0.4	\$280.80

Matter 0010: Disclosure Statement & Plan			
Timekeeper Code	Timekeeper	Hours	Amount
ERW	Wilson, Eric R.	0.4	\$336.60
Totals for Matter 0010:			
Disclosure Statement & Plan		0.4	\$336.60

Matter 0011: Committee and Creditor Communications			
Timekeeper Code	Timekeeper	Hours	Amount
EWR	Wilson, Eric R.	0.5	\$420.75
MJM	McLoughlin, Maeghan J.	0.4	\$280.80
Totals for Matter 0011:			
Committee and Creditor Communications		0.9	\$701.55

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Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

July 31, 2020
Invoice No. 2795801

027768 Krystal Company Committee
0001 Case Administration

Account Summary and Remittance Form

Legal Services:	\$280.50
Less 10% Discount:	(\$28.05)
Total Fees Due:	\$252.45
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$252.45</u>

Terms: Payment Due on or Before August 30, 2020

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BANK: JP MORGAN CHASE, N.A.

ABA #: 021-000-021

SWIFT CODE: CHASUS33

ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #: 135-046110

PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER

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July 31, 2020

Invoice No. 2795801

Client 027768
Matter 0001 Case Administration

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
07/10/20	Confer (.2) and emails (.1) with K. Hines (KDW) regarding case status, next steps.	ERW	0.30	\$252.45

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Krystal Company Committee
Client 027768
Matter 0001
July 31, 2020
Page 2

Total Original Fees for this Matter:	\$280.50
Less 10% Discount:	\$28.05
Total Fees Due:	\$252.45
Total For This Matter:	\$252.45
Total this Invoice	\$252.45

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July 31, 2020
Page 3

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	0.30	841.50	\$252.45

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP
ATTN: TREASURER'S DEPARTMENT
101 PARK AVENUE
NEW YORK, NEW YORK 10178
(212) 808-7800

PAYMENT BY WIRE:

JP MORGAN CHASE, N.A.
ABA #:021-000-021
SWIFT CODE: CHASUS33
ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
PLEASE INDICATE CLIENT, MATTER AND
INVOICE NUMBER AS PAYMENT REFERENCE

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AFFILIATE OFFICE:
MUMBAI, INDIA

Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

July 31, 2020
Invoice No. 2795802

027768 Krystal Company Committee
0004 Fee Matters (Applications & Objections)

Account Summary and Remittance Form

Legal Services:	\$7,294.00
Less 10% Discount:	(\$729.40)
Total Fees Due:	\$6,564.60
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$6,564.60

Terms: Payment Due on or Before August 30, 2020

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PAYMENT BY WIRE OR ACH IS PREFERRED:

BANK: JP MORGAN CHASE, N.A.

ABA #: 021-000-021

SWIFT CODE: CHASUS33

ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #: 135-046110

PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER

AS PAYMENT REFERENCE

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP

ATTN: TREASURER'S DEPARTMENT

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c/o James Carr
101 Park Avenue
New York, NY 10128

July 31, 2020

Invoice No. 2795802

Client 027768
Matter 0004 Fee Matters (Applications & Objections)

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
07/01/20	Emails with M. McLoughlin (KDW) regarding final fee application.	ERW	0.20	\$168.30
07/01/20	(2x) Emails with M. McLoughlin and M. Vicinanza (both of KDW) regarding timeline for filing final fee application (.3); circulate calendar invite for same (.1).	KGH	0.40	187.20
07/06/20	Review June prebills preparatory to July statement.	ERW	0.40	336.60
07/07/20	Email from C. Pope-Koch (K&S) regarding June invoice (.1); review same (.1); email from A. Deese (AG) regarding July statement (.1); review July statement (.1).	ERW	0.40	336.60
07/08/20	Instruction to M. Vicinanza (KDW) regarding final fee worksheet.	KGH	0.20	93.60
07/08/20	Review invoices (.2); prepare fee statement worksheet (.8)	MMV	1.00	274.50
07/09/20	Draft June fee statement cover letter (.2); instruction to M. Vicinanza (KDW) regarding drafting fee statement summary (.2).	KGH	0.40	187.20
07/09/20	Prepare exhibit fee statement to be attached to letter regarding fees.	MMV	0.50	137.25
07/10/20	Review and revise June fee statement (.4);	KGH	0.90	421.20

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Krystal Company Committee
Client 027768
Matter 0004
July 31, 2020
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	draft cover letter for same (.2); review invoices for redaction (.3).			
07/13/20	Email from K. Hines (KDW) regarding June fee statement (.1); review June fee statement (.2); provide my comments to M. McLoughlin (KDW) regarding same (.1); final review of June fee statement prior to circulation (.1); email to M. McLoughlin (KDW) regarding same (.1).	ERW	0.60	504.90
07/13/20	Emails with J. Amadro (KDW) regarding revisions to matter 6 invoice (.3); revise fee statement to reflect same (.4); emails with M. McLoughlin (KDW) regarding status of finalizing same (.2).	KGH	0.90	421.20
07/13/20	Emails (2x) with M. McLoughlin (KDW) regarding signoff on June fee statement (.2) and estimated July fees (.2); emails with J. Amadro (KDW) regarding details regarding June expenses (.2); circulate same to service group (.2).	KGH	0.80	374.40
07/13/20	Review June fee statement and invoices.	MJM	0.40	280.80
07/15/20	Revise final fee statement worksheet to account for revisions to June invoices; emails with J. Amadro (KDW) regarding inquiries about expenses.	KGH	0.70	327.60
07/16/20	Review final fee worksheet (.7) and February-June invoices to ensure final accurate final fee calculation (1.2); revise final	KGH	4.30	2,012.40

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Krystal Company Committee
Client 027768
Matter 0004
July 31, 2020
Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	fee application to include final fee amounts, including an estimate for July fees (2.4).			
07/17/20	Prepare exhibit D to final fee application.	KGH	0.30	140.40
07/27/20	Emails with M. McLoughlin (KDW) and J. Tibus (AM) regarding fee statements.	ERW	0.20	168.30
07/27/20	Review payment received (June) and allocate the amount and determine outstanding amounts (.3); emails and call with accounting regarding all payments received (.2); update fee statement worksheet accordingly (.2).	MMV	0.70	192.15

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Krystal Company Committee
Client 027768
Matter 0004
July 31, 2020
Page 4

Total Original Fees for this Matter:	\$7,294.00
Less 10% Discount:	\$729.40
Total Fees Due:	\$6,564.60
Total For This Matter:	\$6,564.60
Total this Invoice	\$6,564.60

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Krystal Company Committee
Client 027768
Matter 0004
July 31, 2020
Page 5

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	1.80	841.50	\$1,514.70
KGH	Hines, Kayci	8.90	468.00	4,165.20
MJM	McLoughlin, Maeghan J	0.40	702.00	280.80
MMV	Vicinanza, Marie M	2.20	274.50	603.90

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ATTN: TREASURER'S DEPARTMENT
101 PARK AVENUE
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PAYMENT BY WIRE:

JP MORGAN CHASE, N.A.
ABA #:021-000-021
SWIFT CODE: CHASUS33
ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
PLEASE INDICATE CLIENT, MATTER AND
INVOICE NUMBER AS PAYMENT REFERENCE

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Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

July 31, 2020
Invoice No. 2795803

027768 Krystal Company Committee
0006 Asset Analysis, Recovery and Disposition

Account Summary and Remittance Form

Legal Services:	\$156.00
Less 10% Discount:	(\$15.60)
Total Fees Due:	\$140.40
Disbursements and Other Charges:	\$0.00

Total Amount Due: **\$140.40**

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BANK: JP MORGAN CHASE, N.A.

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ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #: 135-046110

PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER

AS PAYMENT REFERENCE

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KELLEY DRYE & WARREN LLP

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Krystal Company Committee
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July 31, 2020
Invoice No. 2795803

Client 027768
Matter 0006 Asset Analysis, Recovery and Disposition

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
07/06/20	Review final assumption and rejection notices.	MJM	0.20	\$140.40

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Krystal Company Committee
Client 027768
Matter 0006
July 31, 2020
Page 2

Total Original Fees for this Matter:	\$156.00
Less 10% Discount:	\$15.60
Total Fees Due:	\$140.40
Total For This Matter:	\$140.40
Total this Invoice	\$140.40

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Krystal Company Committee
Client 027768
Matter 0006
July 31, 2020
Page 3

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
MJM	McLoughlin, Maeghan J	0.20	702.00	\$140.40

PAYMENT BY CHECK:

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ATTN: TREASURER'S DEPARTMENT
101 PARK AVENUE
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JP MORGAN CHASE, N.A.
ABA #:021-000-021
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ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
PLEASE INDICATE CLIENT, MATTER AND
INVOICE NUMBER AS PAYMENT REFERENCE

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101 Park Avenue
New York, NY 10128

July 31, 2020
Invoice No. 2795804

027768 Krystal Company Committee
0007 Executory Contracts and Leases

Account Summary and Remittance Form

Legal Services:	\$312.00
Less 10% Discount:	(\$31.20)
Total Fees Due:	\$280.80
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$280.80</u>

Terms: Payment Due on or Before August 30, 2020

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PAYMENT BY WIRE OR ACH IS PREFERRED:

BANK: JP MORGAN CHASE, N.A.

ABA #: 021-000-021

SWIFT CODE: CHASUS33

ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #: 135-046110

PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER

AS PAYMENT REFERENCE

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP

ATTN: TREASURER'S DEPARTMENT

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Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

July 31, 2020

Invoice No. 2795804

Client 027768
Matter 0007 Executory Contracts and Leases

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
07/01/20	Review rejection and assumption notices (.2); follow up with R. LeHane (KDW) to discuss cure reconciliations (.2).	MJM	0.40	\$280.80

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AFFILIATE OFFICE:
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Krystal Company Committee
Client 027768
Matter 0007
July 31, 2020
Page 2

Total Original Fees for this Matter:	\$312.00
Less 10% Discount:	\$31.20
Total Fees Due:	\$280.80
Total For This Matter:	\$280.80
Total this Invoice	\$280.80

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Krystal Company Committee
Client 027768
Matter 0007
July 31, 2020
Page 3

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
MJM	McLoughlin, Maeghan J	0.40	702.00	\$280.80

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP
ATTN: TREASURER'S DEPARTMENT
101 PARK AVENUE
NEW YORK, NEW YORK 10178
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PAYMENT BY WIRE:

JP MORGAN CHASE, N.A.
ABA #:021-000-021
SWIFT CODE: CHASUS33
ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
PLEASE INDICATE CLIENT, MATTER AND
INVOICE NUMBER AS PAYMENT REFERENCE

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101 Park Avenue
New York, NY 10128

July 31, 2020
Invoice No. 2795805

027768 Krystal Company Committee
0010 Disclosure Statement/Plan Issues

Account Summary and Remittance Form

Legal Services:	\$374.00
Less 10% Discount:	(\$37.40)
Total Fees Due:	\$336.60
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$336.60

Terms: Payment Due on or Before August 30, 2020

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PAYMENT BY WIRE OR ACH IS PREFERRED:

BANK: JP MORGAN CHASE, N.A.

ABA #: 021-000-021

SWIFT CODE: CHASUS33

ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #: 135-046110

PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER

AS PAYMENT REFERENCE

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP

ATTN: TREASURER'S DEPARTMENT

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101 Park Avenue
New York, NY 10128

July 31, 2020

Invoice No. 2795805

Client 027768
Matter 0010 Disclosure Statement/Plan Issues

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
07/27/20	Emails with S. Kulka (AG) regarding exit strategy.	ERW	0.20	\$168.30
07/29/20	Emails with S. Borders (KS) regarding dismissal, fees.	ERW	0.20	168.30

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Krystal Company Committee
Client 027768
Matter 0010
July 31, 2020
Page 2

Total Original Fees for this Matter:	\$374.00
Less 10% Discount:	\$37.40
Total Fees Due:	\$336.60
Total For This Matter:	\$336.60
Total this Invoice	\$336.60

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Client 027768
Matter 0010
July 31, 2020
Page 3

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	0.40	841.50	\$336.60

PAYMENT BY CHECK:

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ABA #:021-000-021
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ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
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Krystal Company Committee
c/o James Carr
101 Park Avenue
New York, NY 10128

July 31, 2020
Invoice No. 2795806

027768 Krystal Company Committee
0011 Committee and Creditor Communications

Account Summary and Remittance Form

Legal Services:	\$779.50
Less 10% Discount:	(\$77.95)
Total Fees Due:	\$701.55
Disbursements and Other Charges:	\$0.00

Total Amount Due: **\$701.55**

Terms: Payment Due on or Before August 30, 2020

Please Return This Page With Your Payment

PAYMENT BY WIRE OR ACH IS PREFERRED:

BANK: JP MORGAN CHASE, N.A.

ABA #: 021-000-021

SWIFT CODE: CHASUS33

ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #: 135-046110

PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER

AS PAYMENT REFERENCE

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP

ATTN: TREASURER'S DEPARTMENT

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Krystal Company Committee
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New York, NY 10128

July 31, 2020

Invoice No. 2795806

Client 027768
Matter 0011 Committee and Creditor Communications

Attorney: 01118

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
07/01/20	Further emails with M. McLoughlin (KDW) and K. Carson (RI) regarding assumption, closing and next steps.	ERW	0.30	\$252.45
07/01/20	Emails with K. Carson (RIC) regarding cure notice (.2); emails with S. Ramsey (NM) regarding payment of administrative claims (.2).	MJM	0.40	280.80
07/14/20	Emails with K. Carson (RI) regarding resignation from committee.	ERW	0.20	168.30

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AFFILIATE OFFICE:
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Krystal Company Committee
Client 027768
Matter 0011
July 31, 2020
Page 2

Total Original Fees for this Matter:	\$779.50
Less 10% Discount:	\$77.95
Total Fees Due:	\$701.55
Total For This Matter:	\$701.55
Total this Invoice	\$701.55

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Krystal Company Committee
Client 027768
Matter 0011
July 31, 2020
Page 3

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	0.50	841.50	\$420.75
MJM	McLoughlin, Maeghan J	0.40	702.00	280.80

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP
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101 PARK AVENUE
NEW YORK, NEW YORK 10178
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SWIFT CODE: CHASUS33
ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
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INVOICE NUMBER AS PAYMENT REFERENCE

EXHIBIT D-6

Detailed Time Entries/Invoices

**First and Final Application Period
January 19, 2020 Through July 31, 2020
Arnall Golden Gregory LLP**



The Official Committee of Unsecured Creditors of The Krystal Company, et al. March 11, 2020
Kirk R. Carson Committee Co-Chair
11995 El Camino Real
San Diego, CA 92130
Invoice #792263
Darryl S. Laddin

For Legal Services Rendered In Connection With:

**Client/Matter #37781-1
The Krystal Company Bankruptcy**

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
02/12/20	S. Kulka	0.40	\$250.00	B110	A103	Prepare notice of appearance for Committee counsel
02/14/20	S. Kulka	0.50	\$312.50	B110	A103	Prepare memo regarding key players in cases
02/14/20	D. Laddin	0.20	\$134.00	B110	A103	Reviewed and revised information on key parties
02/19/20	S. Kulka	0.20	\$125.00	B110	A104	Review January monthly operating report
02/20/20	S. Kulka	0.10	\$62.50	B110	A104	Review multiple COS's filed by KCC
02/21/20	S. Kulka	0.10	\$62.50	B110	A107	Emails with Kelley Drye team regarding Section 341 meeting
02/24/20	S. Kulka	0.30	\$187.50	B110	A104	Review Debtors' Schedules and SOFAs
02/25/20	S. Kulka	0.30	\$187.50	B110	A101	Review Schedules and SOFAs to prepare for Section 341 Meeting
02/25/20	S. Kulka	0.40	\$250.00	B110	A107	Emails with Kelley Drye team regarding SOFAs, Schedules, and 341 Meeting (.20); emails with Debtor's counsel regarding service issues (.20)
02/26/20	S. Kulka	2.00	\$1,250.00	B110	A109	Attend Section 341 meeting of creditors
02/27/20	S. Kulka	0.20	\$125.00	B110	A104	Attention to service issues related to objections and retention applications
02/28/20	S. Kulka	0.20	\$125.00	B110	A104	Attention to service issues related to Committee professional retention applications and proposed orders
02/28/20	S. Kulka	0.20	\$125.00	B110	A107	Call with Maeghan McLoughlin regarding pro hac applications and telephonic appearance for March 3 hearing

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
02/28/20	D. Laddin	0.10	\$67.00	B110	A107	Telephone conference with Judge Bonapfel's Chambers regarding Tuesday hearing, and correspondence with M. McLoughlin regarding same
TOTALS FOR B110: Case Administration				Subtotal Hours	5.20	Subtotal
02/13/20	S. Kulka	0.40	\$250.00	B130	A104	Review bidding procedures motion and proposed sale timeline
02/17/20	S. Kulka	0.20	\$125.00	B130	A107	Conference with Jim Carr and Darryl Laddin regarding bidding procedures and sale issues
02/17/20	S. Kulka	0.10	\$62.50	B130	A104	Review notice of hearing related to bidding procedures
02/17/20	D. Laddin	0.20	\$134.00	B130	A107	Conference with J. Carr regarding sale issues
02/19/20	S. Kulka	0.20	\$125.00	B130	A105	Conference with Darryl Laddin regarding sale timeline, Piper Sandler marketing effort, and financing issues to get to sale
02/19/20	D. Laddin	0.20	\$134.00	B130	A105	Conference with S. Kulka regarding sale timeline, Piper Sandler marketing effort, and financing issues to get to sale
02/25/20	S. Kulka	0.20	\$125.00	B130	A107	Emails with Eric Wilson regarding bidding procedures motion
02/25/20	S. Kulka	0.20	\$125.00	B130	A104	Review FTI report on sale process and interested parties
02/26/20	D. Laddin	0.10	\$67.00	B130	A104	Reviewed materials on sale process and budget distributed to Committee
02/27/20	S. Kulka	0.10	\$62.50	B130	A105	Conference with Darryl Laddin regarding bidding procedures issues
02/27/20	S. Kulka	0.20	\$125.00	B130	A107	Call with Maeghan McLoughlin regarding bidding procedures issues and potential objection
02/27/20	D. Laddin	0.10	\$67.00	B130	A105	Conference with S. Kulka regarding bid procedures issues
02/28/20	S. Kulka	0.20	\$125.00	B130	A104	Review revised sales timeline and related emails
02/28/20	D. Laddin	0.10	\$67.00	B130	A104	Reviewed correspondence regarding bid procedures
TOTALS FOR B130: Asset Disposition				Subtotal Hours	2.50	Subtotal
						\$1,594.00

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
02/12/20	D. Laddin	0.50	\$335.00	B150	A107	Two telephone conferences with J. Carr regarding Committee representation and plan for Thursday (.3); correspondence with J. Carr regarding Committee formation and hearing matters (.2)
02/12/20	D. Laddin	0.10	\$67.00	B150	A106	Correspondence with Committee members regarding initial matters
02/13/20	S. Kulka	1.30	\$812.50	B150	A106	Committee call with full Committee and full legal team regarding sale issues and financial advisor retention
02/13/20	D. Laddin	1.30	\$871.00	B150	A106	Committee call regarding financial advisors and case issues
02/18/20	S. Kulka	0.30	\$187.50	B150	A101	Prepare for Committee call, including review of agenda and attachments related to sales process and FTI budget analysis
02/19/20	S. Kulka	0.80	\$500.00	B150	A106	Committee status call to discuss multiple case issues
02/19/20	S. Kulka	0.20	\$125.00	B150	A107	Call with Mark Duedall regarding outcome of Committee group call and Committee expense reimbursement issues
02/25/20	S. Kulka	0.10	\$62.50	B150	A104	Review agenda for Committee call
02/26/20	D. Laddin	0.60	\$402.00	B150	A106	Participated in Committee conference call regarding budgets, cash collateral/DIP financing, professionals, sale process
TOTALS FOR B150: Meetings of and Communications with Creditors						Subtotal Hours
						5.20
						Subtotal
						\$3,362.50

02/12/20	D. Laddin	0.20	\$134.00	B160	A104	Reviewed information associated with retention of AGG
02/12/20	D. Laddin	0.10	\$67.00	B160	A104	Revised Committee Notice of Appearance
02/13/20	S. Kulka	0.30	\$187.50	B160	A103	Prepare AGG retention application
02/13/20	D. Laddin	0.60	\$402.00	B160	A103	Prepare AGG retention application
02/14/20	S. Kulka	3.10	\$1,937.50	B160	A103	Draft AGG retention application, accompanying affidavit, and proposed order approving the application
02/14/20	D. Laddin	0.10	\$67.00	B160	A103	Worked on AGG retention application

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
02/17/20	S. Kulka	1.80	\$1,125.00	B160	A103	Review and revise AGG retention application and accompanying affidavit and proposed order approving application
02/17/20	D. Laddin	0.30	\$201.00	B160	A103	Worked on AGG retention application
02/18/20	S. Kulka	1.10	\$687.50	B160	A103	Review conflict reports and review and revise AGG retention application to add additional connection disclosures
02/19/20	S. Kulka	0.20	\$125.00	B160	A107	Call and emails with Kayci Hines regarding Kelly Drye and FTI retention applications, and appropriate conflict searches
02/19/20	S. Kulka	0.30	\$187.50	B160	A103	Review and revise AGG retention application to address conflict searches
02/20/20	S. Kulka	2.00	\$1,250.00	B160	A103	Work on conflict reports and continue to review and revise AGG retention applications to address connections (.30); draft Kelley Drye retention application, accompanying affidavit, and proposed order approving application (1.70)
02/20/20	D. Laddin	0.30	\$201.00	B160	A104	Reviewed issues relating to retention and billing
02/20/20	D. Laddin	0.10	\$67.00	B160	A107	Correspondence with M. McLoughlin regarding procedures for statements
02/24/20	S. Kulka	0.20	\$125.00	B160	A103	Review and revise AGG retention application to incorporate Laddin comments
02/24/20	S. Kulka	0.30	\$187.50	B160	A104	Review additional conflict and connection searches to finalize AGG retention application
02/24/20	D. Laddin	0.60	\$402.00	B160	A103	Reviewed and revised AGG retention application
02/24/20	D. Laddin	0.10	\$67.00	B160	A107	Correspondence with E. Wilson, J. Carr regarding retention applications
02/25/20	S. Kulka	0.20	\$125.00	B160	A103	Finalize AGG retention application
02/26/20	S. Kulka	0.30	\$187.50	B160	A107	Calls and emails with Kayci Hines and Darryl Laddin regarding UST large case budgeting and staffing requirements related to retention applications
02/27/20	S. Kulka	0.30	\$187.50	B160	A105	Conference with Darryl Laddin regarding finalizing Committee professionals retention applications
02/27/20	S. Kulka	0.20	\$125.00	B160	A103	Finalize AGG retention application, supporting affidavit, and proposed order

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
02/27/20	D. Laddin	0.30	\$201.00	B160	A105	Conference with S. Kulka regarding finalizing Committee professional retention applications
02/27/20	D. Laddin	0.10	\$67.00	B160	A103	Revised AGG retention application
02/27/20	D. Laddin	0.20	\$134.00	B160	A104	Reviewed draft of FTI retention application
02/28/20	S. Kulka	0.30	\$187.50	B160	A103	Review and revise proposed order approving AGG retention
02/28/20	S. Kulka	0.10	\$62.50	B160	A107	Emails with Kelly Drye team related to Committee professional retention applications
02/28/20	D. Laddin	0.10	\$67.00	B160	A107	Correspondence regarding retention applications
02/28/20	D. Laddin	0.20	\$134.00	B160	A104	Attention to finalizing AGG retention application
TOTALS FOR B160: Fee/Employment Applications				Subtotal Hours		Subtotal
				14.00		\$8,898.50
02/13/20	S. Kulka	0.20	\$125.00	B170	A105	Conference with Darryl Laddin regarding Debtor professional retention applications
02/13/20	S. Kulka	0.50	\$312.50	B170	A104	Review orders approving retention of Debtors' professionals and email co-counsel related to the same and objection deadline
02/13/20	D. Laddin	0.30	\$201.00	B170	A107	Telephone conference with J. Carr regarding Debtor retention applications
02/13/20	D. Laddin	0.20	\$134.00	B170	A105	Conference with S. Kulka regarding Debtor retention applications
02/13/20	D. Laddin	0.20	\$134.00	B170	A108	Telephone conference with C. Zucker regarding FA's
02/17/20	S. Kulka	0.50	\$312.50	B170	A105	Conference with Darryl Laddin concerning professional retention issues (.20); follow up conference with Darryl Laddin concerning professional retention issues (.30)
02/17/20	S. Kulka	0.30	\$187.50	B170	A104	Review Piper Sandler retention application
02/17/20	D. Laddin	0.50	\$335.00	B170	A105	Conference with S. Kulka regarding retention issues (.2); conference with S. Kulka concerning professional retention issues (.3)
02/17/20	D. Laddin	0.20	\$134.00	B170	A104	Analysis of i-banker retention issues
02/20/20	S. Kulka	0.60	\$375.00	B170	A105	Conference with Darryl Laddin regarding potential objections to retention applications

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
02/20/20	S. Kulka	2.00	\$1,250.00	B170	A104	Analyze retention applications for all Debtor professionals and comparison of applications in other restaurant cases
02/20/20	D. Laddin	0.60	\$402.00	B170	A105	Conference with S. Kulka regarding potential objections to retention applications
02/20/20	D. Laddin	0.50	\$335.00	B170	A104	Analysis of issues relating to retention applications
02/21/20	S. Kulka	0.30	\$187.50	B170	A107	Emails with Mark Duedall regarding potential objections to retention applications
02/21/20	S. Kulka	0.60	\$375.00	B170	A103	Review and revise memo to Kelley Drye regarding potential professional fee retention application objections and related claims, and emails and call with Darryl Laddin regarding the same
02/21/20	D. Laddin	1.50	\$1,005.00	B170	A103	Analyzed professional application issues and drafted analysis thereof
02/24/20	S. Kulka	0.30	\$187.50	B170	A105	Review of issues relating to professionals, and conference with Darryl Laddin regarding decisions with respect to same
02/24/20	S. Kulka	0.80	\$500.00	B170	A103	Draft reservation of rights related to A&M retention
02/24/20	S. Kulka	0.30	\$187.50	B170	A107	Calls with Mark Duedall regarding potential objections to various retention applications
02/24/20	S. Kulka	0.80	\$500.00	B170	A102	Research regarding res judicata and collateral estoppel impact of retention applications on potential preference exposure
02/24/20	D. Laddin	0.20	\$134.00	B170	A107	Telephone conference with J. Dutson regarding professional fee applications
02/24/20	D. Laddin	0.30	\$201.00	B170	A105	Review of issues relating to professionals, and conference with S. Kulka regarding decisions with respect to same
02/25/20	S. Kulka	0.30	\$187.50	B170	A107	Emails with Kelly Drye team regarding Ordinary Course Professional Motion and potential objections to the same (.20); email to Jeff Dutson regarding extension of objection deadline related to Ordinary Course Professional Motion (.10)
02/26/20	S. Kulka	0.40	\$250.00	B170	A107	Calls and emails with Jeff Dutson regarding K&S and Piper retention application

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
02/26/20	S. Kulka	0.40	\$250.00	B170	A105	Call with Darryl Laddin regarding Debtor professional retention applications and OCP motion (.20); follow up call with Darryl Laddin regarding status of discussions related to Piper and K&S retention applications (.20)
02/26/20	S. Kulka	0.60	\$375.00	B170	A104	Analyze OCP motion and procedures and prepare memo regarding the same and potential objections
02/26/20	D. Laddin	0.40	\$268.00	B170	A105	Call with S. Kulka regarding Debtor professional retention applications and OCP motion (.2); follow-up call with S. Kulka regarding status of discussions related to Piper and K&S retention applications (.2)
02/27/20	S. Kulka	1.70	\$1,062.50	B170	A107	Multiple emails with Jeff Dutson to resolve potential objections to Debtor's retention applications and ordinary course professional procedures (1.30); emails with Eric Wilson and Kelly Drye team regarding the same and Committee sign-off on proposed resolutions (.40)
02/27/20	S. Kulka	0.50	\$312.50	B170	A103	Review and revise A&M application reservation of rights and finalize for filing (.30); review and comment on OCP procedure order (.20)
02/27/20	S. Kulka	0.30	\$187.50	B170	A105	Conference with Darryl Laddin regarding Debtor professional retention applications and resolutions to potential objections (.20); conference with Darryl Laddin regarding ordinary course professional motion (.10)
02/27/20	D. Laddin	0.30	\$201.00	B170	A105	Conference with S. Kulka regarding finalizing issues with Debtor retention applications (.2); conference with S. Kulka regarding ordinary course professional motion (.1)
02/27/20	D. Laddin	0.30	\$201.00	B170	A104	Reviewed and commented on letter from K&S regarding retention application (.1); reviewed ordinary course professional motion (.1); reviewed Piper modification to engagement letter (.1)
02/28/20	S. Kulka	2.70	\$1,687.50	B170	A103	Review and revise FTI retention application, proposed order, and supporting declaration
02/28/20	S. Kulka	0.20	\$125.00	B170	A103	Review and comment on further revised OCP procedure order incorporating Committee comments
TOTALS FOR B170: Fee/Employment Objections						Subtotal Hours
						Subtotal
						\$12,622.50

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
02/24/20	S. Kulka	0.40	\$250.00	B180	A107	Call with Jeff Dutson and Darryl Laddin, and then detailed email to Jeff Dutson regarding potential avoidance issues related to retention applications
02/26/20	S. Kulka	0.30	\$187.50	B180	A103	Review and revise letter related to res judicata and collateral estoppel issues regarding avoidance actions
TOTALS FOR B180: Avoidance Action Analysis				Subtotal Hours	0.70	Subtotal
						\$437.50
02/17/20	S. Kulka	0.10	\$62.50	B185	A104	Review lease rejection order to ensure compliance with UCC comments to the same
02/17/20	D. Laddin	0.10	\$67.00	B185	A104	Reviewed lease rejection order
02/19/20	S. Kulka	0.20	\$125.00	B185	A104	Review rejection orders for carved out leases
02/24/20	S. Kulka	0.40	\$250.00	B185	A104	Review Emerson motion to compel assumption of unexpired lease in mobile and related notice of hearing (.20); review order rejecting Lake Point lease and Saki sublease (.10); review order rejecting Orlando FL lease (.10)
TOTALS FOR B185: Assumption/Rejection of Leases and Contracts				Subtotal Hours	0.80	Subtotal
						\$504.50
02/12/20	S. Kulka	0.30	\$187.50	B210	A105	Conferences with Darryl Laddin regarding final hearing on first day pleadings
02/12/20	S. Kulka	0.60	\$375.00	B210	A107	Emails with Kelley Drye team regarding cash collateral issues (.20); call with Jason Adams with Kelley Drye regarding first day pleadings and Committee position related to the same, and provide recap of prior hearings (.40)
02/12/20	D. Laddin	0.20	\$134.00	B210	A105	Conference with S. Kulka regarding hearing issues
02/13/20	S. Kulka	1.60	\$1,000.00	B210	A101	Prepare for February 13 hearing, final hearing on multiple first day motions
02/13/20	S. Kulka	2.10	\$1,312.50	B210	A109	Attend February 13 hearing, final hearing on multiple first day motions
02/13/20	S. Kulka	0.20	\$125.00	B210	A107	Call with Jason Adams and Darryl Laddin regarding February 13 hearing and next steps for Committee

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
02/13/20	D. Laddin	1.00	\$670.00	B210	A101	Prepared for cash collateral, cash management, US Foods and other hearings, including review of proposed orders
02/13/20	D. Laddin	0.20	\$134.00	B210	A107	Telephone conference with J. Adams, S. Kulka regarding results of hearing and next steps
02/13/20	D. Laddin	2.10	\$1,407.00	B210	A109	Attended cash collateral, cash management, US Foods and other hearings
02/14/20	S. Kulka	0.30	\$187.50	B210	A104	Review service copies of multiple entered first day final orders and notice of hearing
02/16/20	S. Kulka	0.80	\$500.00	B210	A102	Research regarding the appointment of a responsible officer
02/17/20	J. Waite	0.30	\$148.50	B210	A102	Responsible person case research
02/17/20	S. Kulka	1.70	\$1,062.50	B210	A102	Research regarding corporate governance issues and responsible person issues in lieu of trustee
02/17/20	S. Kulka	1.00	\$625.00	B210	A104	Review first day affidavit and K&S application disclosures related to equity and research regarding board configuration
02/18/20	S. Kulka	0.20	\$125.00	B210	A108	Emails with FTI team and Kelley Drye team regarding corporate governance issues
TOTALS FOR B210: Business Operations				Subtotal Hours		Subtotal
				12.60		\$7,993.50

02/13/20	S. Kulka	0.20	\$125.00	B230	A104	Review cash collateral variance report and emails related to the same
02/13/20	D. Laddin	0.20	\$134.00	B230	A104	Reviewed interim US Foods order
02/17/20	S. Kulka	0.10	\$62.50	B230	A104	Review emails from bank group regarding cash collateral issues
02/17/20	D. Laddin	0.10	\$67.00	B230	A104	Reviewed correspondence from Phoenix regarding budget issues
02/19/20	S. Kulka	0.20	\$125.00	B230	A107	Emails with Kelly Drye and FTI teams regarding cash collateral budgeting issues
02/20/20	S. Kulka	1.00	\$625.00	B230	A107	Call with Maeghan McLoughlin regarding DIP financing and cash collateral issues (.30); call with Rob Williamson regarding status of DIP financing and cash collateral negotiations with lenders (.70)
02/20/20	S. Kulka	0.20	\$125.00	B230	A105	Conference with Darryl Laddin regarding DIP financing and cash collateral issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
02/20/20	S. Kulka	0.60	\$375.00	B230	A104	Review complex case procedures and emails with Kelley Drye team regarding the same and impact on DIP financing and other items (.30); analyze cash collateral variance and cash flow reports (.30)
02/20/20	D. Laddin	0.60	\$402.00	B230	A107	Telephone conference with E. Wilson regarding DIP financing, sale and retention issues
02/20/20	D. Laddin	0.20	\$134.00	B230	A105	Conference with S. Kulka regarding DIP financing issues
02/20/20	D. Laddin	0.10	\$67.00	B230	A104	Reviewed potential DIP financing issues
02/25/20	S. Kulka	0.20	\$125.00	B230	A104	Review FTI cash flow and cash collateral variance analysis
02/26/20	S. Kulka	1.70	\$1,062.50	B230	A103	Review and revise limited objection to Debtors' cash collateral motion (1.30); review and comment on further revised cash collateral objection (.40)
02/26/20	S. Kulka	0.20	\$125.00	B230	A107	Emails with Eric Wilson regarding cash collateral issues and cash collateral objection
02/27/20	M. Wells	1.20	\$378.00	B230	A102	Research re: cash collateral issues
02/27/20	S. Kulka	0.20	\$125.00	B230	A105	Conference with Darryl Laddin and Meghan Wells regarding cash collateral issues
02/27/20	S. Kulka	0.20	\$125.00	B230	A104	Review cash collateral variance report and cash flow statements
02/27/20	S. Kulka	0.20	\$125.00	B230	A107	Call with Maeghan McLoughlin regarding cash collateral objection
02/27/20	S. Kulka	0.80	\$500.00	B230	A103	Review and revise cash collateral objection and finalize for filing
02/27/20	D. Laddin	0.50	\$335.00	B230	A103	Reviewed and commented on Objection to Cash Collateral Motion
02/27/20	D. Laddin	0.20	\$134.00	B230	A105	Conference with S. Kulka, M. Wells regarding cash collateral objection issues
02/27/20	D. Laddin	0.20	\$134.00	B230	A104	Reviewed revisions to cash collateral objection
02/27/20	D. Laddin	0.10	\$67.00	B230	A107	Correspondence regarding cash collateral objection
02/28/20	S. Kulka	0.20	\$125.00	B230	A104	Review multiple emails regarding status of DIP and cash collateral orders

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
02/29/20	S. Kulka	0.10	\$62.50	B230	A104	Review emails from Debtors' counsel regarding cash collateral issues
					Subtotal Hours	Subtotal
	TOTALS FOR B230: Financing/Cash Collections				9.50	\$5,664.50
02/19/20	S. Kulka	0.90	\$562.50	B310	A102	Research regarding stub rent and Section 503(b)(9) claims and timing of payment of such claims
02/21/20	S. Kulka	0.30	\$187.50	B310	A104	Review bar date motion and related notice of hearing
					Subtotal Hours	Subtotal
	TOTALS FOR B310: Claims Administration and Objections				1.20	\$750.00
					Total Hours	71.50
					Total For Services	\$45,091.00
<u>Attorney and Paralegal Summary</u>						
				Hours Worked	Billed Rate	Bill Amount
Kulka, Sean C.				51.90	\$625.00	\$32,437.50
Laddin, Darryl S.				18.10	\$670.00	\$12,127.00
Wells, Meghan J.				1.20	\$315.00	\$378.00
Waite, Jennifer M.				0.30	\$495.00	\$148.50
Total All Attorneys				71.50		\$45,091.00

<u>Description</u>	<u>Amount</u>
Westlaw (February 2020)	\$69.62
Total Expenses	\$69.62

	<u>FEES</u>	<u>DISBURSEMENTS</u>	<u>TOTAL</u>
CURRENT CHARGES:	\$45,091.00	\$69.62	\$45,160.62
Total Balance Due:	\$45,091.00	\$69.62	\$45,160.62
		Total This Statement	\$45,160.62

Fee & Expense Summary

Client Name The Official Committee of
Unsecured Creditors of The Krystal Company, et al.

Matter Name The Krystal Company Bankruptcy

Account Number 37781-1

Invoice # 792263

Bill Date 03/11/20

Current Fee Total \$45,091.00

Current Expense Total.....\$69.62

Current Invoice Total \$ 45,160.62

Current Fee Summary Breakdown By Task Code

B110: CASE ADMINISTRATION

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	4.90	\$3062.50
628	Laddin, Darryl S.	0.30	\$201.00
TOTALS FOR B110: Case Administration		5.20	\$3,263.50

B130: ASSET DISPOSITION

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	1.80	\$1125.00
628	Laddin, Darryl S.	0.70	\$469.00
TOTALS FOR B130: Asset Disposition		2.50	\$1,594.00

B150: MEETINGS OF AND COMMUNICATIONS WITH CREDITORS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	2.70	\$1687.50
628	Laddin, Darryl S.	2.50	\$1675.00
TOTALS FOR B150: Meetings of and Communications with Creditors		5.20	\$3,362.50

B160: FEE/EMPLOYMENT APPLICATIONS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	10.70	\$6687.50
628	Laddin, Darryl S.	3.30	\$2211.00
TOTALS FOR B160: Fee/Employment Applications		14.00	\$8,898.50

B170: FEE/EMPLOYMENT OBJECTIONS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	14.30	\$8937.50
628	Laddin, Darryl S.	5.50	\$3685.00
TOTALS FOR B170: Fee/Employment Objections		19.80	\$12,622.50

B180: AVOIDANCE ACTION ANALYSIS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	0.70	\$437.50
TOTALS FOR B180: Avoidance Action Analysis		0.70	\$437.50

B185: ASSUMPTION/REJECTION OF LEASES AND CONTRACTS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	0.70	\$437.50
628	Laddin, Darryl S.	0.10	\$67.00
TOTALS FOR B185: Assumption/Rejection of Leases and Contracts		0.80	\$504.50

B210: BUSINESS OPERATIONS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
1289	Waite, Jennifer M.	0.30	\$148.50
448	Kulka, Sean C.	8.80	\$5500.00
628	Laddin, Darryl S.	3.50	\$2345.00
TOTALS FOR B210: Business Operations		12.60	\$7,993.50

B230: FINANCING/CASH COLLECTIONS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
1288	Wells, Meghan J.	1.20	\$378.00
448	Kulka, Sean C.	6.10	\$3812.50
628	Laddin, Darryl S.	2.20	\$1474.00
TOTALS FOR B230: Financing/Cash Collections		9.50	\$5,664.50

B310: CLAIMS ADMINISTRATION AND OBJECTIONS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	1.20	\$750.00
TOTALS FOR B310: Claims Administration and Objections		1.20	\$750.00

Current Expense Summary Breakdown By Code

E106	Online research	69.62
<hr/>		
Total Expenses:		\$69.62



The Official Committee of Unsecured Creditors of The Krystal Company, et al. March 31, 2020
Kirk R. Carson Committee Co-Chair
11995 El Camino Real
San Diego, CA 92130
Invoice #794340
Darryl S. Laddin

For Legal Services Rendered In Connection With:

Client/Matter #37781-1
The Krystal Company Bankruptcy

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
03/03/20	S. Kulka	0.20	\$125.00	B110	A104	Attention to service issues related to FTI retention application and AGG and Kelley Drye retention orders
03/04/20	T. Jackson	0.50	\$75.00	B110	A109	Traveled to U.S. Bankruptcy Court to file Application for Admission Pro Hac Vice (2)
03/04/20	S. Kulka	0.10	\$62.50	B110	A104	Attention to service issues related to FTI retention order
03/05/20	S. Kulka	0.10	\$62.50	B110	A104	Coordinate obtaining transcript from March 3 hearing
03/12/20	S. Kulka	0.10	\$62.50	B110	A104	Review notices regarding telephonic hearings
03/12/20	D. Laddin	0.10	\$67.00	B110	A107	Correspondence regarding court notice on hearings
03/12/20	D. Laddin	0.10	\$67.00	B110	A107	Correspondence regarding court notice on hearings
03/16/20	S. Kulka	0.10	\$62.50	B110	A104	Review General Order 32-2020 General Order Extending Certain Deadlines
03/17/20	S. Kulka	0.20	\$125.00	B110	A104	Review Debtors' February monthly operating report
03/18/20	S. Kulka	0.20	\$125.00	B110	A108	Review and respond to email from Court Reporter regarding request related to correct names to complete transcription of hearing
03/20/20	S. Kulka	0.10	\$62.50	B110	A108	Emails with court reporter regarding transcript from March 3 cash collateral hearing
03/20/20	S. Kulka	0.10	\$62.50	B110	A104	Review Public Notice Regarding Telephonic Hearing Disclaimer and emails with Kelley Drye team regarding the same

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
03/27/20	S. Kulka	0.10	\$62.50	B110	A108	Emails with court reporter regarding transcript from March 3 hearing
03/27/20	S. Kulka	0.30	\$187.50	B110	A104	Review transcript from March 3 hearing and send to Kelly Drye team
TOTALS FOR B110: Case Administration				Subtotal Hours		Subtotal
				2.30		\$1,209.00
03/02/20	S. Kulka	0.30	\$187.50	B130	A107	Call and emails with Maeghan McLoughlin regarding bidding procedures issues and revised form of order
03/02/20	S. Kulka	0.10	\$62.50	B130	A107	Emails with Maeghan McLoughlin regarding bidding procedures
03/09/20	D. Laddin	0.10	\$67.00	B130	A106	Reviewed correspondence to Committee regarding sale and bid procedures
03/09/20	D. Laddin	0.10	\$67.00	B130	A104	Reviewed correspondence regarding sale and bidding procedures
03/17/20	S. Kulka	0.20	\$125.00	B130	A104	Review Committee update regarding case and sale process and email updates related to potential bidders
03/24/20	S. Kulka	0.10	\$62.50	B130	A104	Review Lee County, Alabama objection to sale
03/28/20	S. Kulka	0.20	\$125.00	B130	A107	Call with Matt Helt with Foley Lardner regarding client's interest in serving as stalking horse bidder
TOTALS FOR B130: Asset Disposition				Subtotal Hours		Subtotal
				1.10		\$696.50
03/12/20	S. Kulka	0.20	\$125.00	B140	A104	Review Pruett stay relief motion
03/13/20	S. Kulka	0.10	\$62.50	B140	A104	Review Moses Williams stay relief motion
03/16/20	S. Kulka	0.20	\$125.00	B140	A104	Review Plair stay relief motion and emails with K&S regarding the same
03/24/20	S. Kulka	0.10	\$62.50	B140	A104	Review notice of hearing on Williams stay relief motion
TOTALS FOR B140: Relief from Stay/Adequate Protection Proceedings				Subtotal Hours		Subtotal
				0.60		\$375.00
03/05/20	S. Kulka	0.20	\$125.00	B150	A108	Call with landlord regarding status of case and proof of claim issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
03/12/20	S. Kulka	0.50	\$312.50	B150	A106	Conference call with full Committee and professionals regarding last hearing, status of case, and sales process
03/12/20	D. Laddin	0.40	\$268.00	B150	A106	Participated in call with Committee regarding sale process, financials, etc.
03/17/20	D. Laddin	0.10	\$67.00	B150	A106	Correspondence with Committee regarding sale process
03/25/20	S. Kulka	0.70	\$437.50	B150	A106	Committee call regarding status of operations related to Coronavirus, sale issues, and cash collateral
03/25/20	D. Laddin	0.70	\$469.00	B150	A106	Committee call regarding Krystal sale and budget status and other issues
TOTALS FOR B150: Meetings of and Communications with Creditors			Subtotal Hours	2.60		Subtotal
						\$1,679.00
03/02/20	S. Kulka	0.20	\$125.00	B160	A108	Emails and call with Cliff Zucker regarding FTI retention application
03/02/20	S. Kulka	0.10	\$62.50	B160	A107	Emails with Kelley Drye team regarding Kelley Drye and FTI retention applications
03/02/20	S. Kulka	1.20	\$750.00	B160	A103	Finalize Kelly Drye retention application and review and revise proposed order approving the same (.7); finalize FTI retention application and review and revise proposed order approving the same (.5)
03/09/20	S. Kulka	0.80	\$500.00	B160	A103	Prepare AGG February fee statement
03/11/20	S. Kulka	0.20	\$125.00	B160	A103	Review and revise AGG February fee statement and calls with Darryl Laddin regarding the same
03/11/20	D. Laddin	0.90	\$603.00	B160	A103	Reviewed and revised AGG fee statement
03/11/20	D. Laddin	0.20	\$134.00	B160	A107	Correspondence regarding professional fee statements
03/11/20	D. Laddin	0.20	\$134.00	B160	A104	Reviewed Complex Case Procedures relating to monthly compensation and set up information for compliance therewith
03/12/20	S. Kulka	0.10	\$62.50	B160	A105	Call with Darryl Laddin regarding interim compensation issues and emails with FTI regarding the same

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
03/12/20	D. Laddin	0.10	\$67.00	B160	A107	Correspondence with M. Kuan regarding FTI fee statements
03/13/20	S. Kulka	0.20	\$125.00	B160	A104	Review and comment on FTI February fee statement
03/13/20	D. Laddin	0.10	\$67.00	B160	A104	Reviewed FTI Feb. statement
03/16/20	S. Kulka	0.20	\$125.00	B160	A105	Call and then emails with Darryl Laddin regarding interim compensation issues for AGG and other Committee professionals and compliance with General Order
03/16/20	D. Laddin	0.90	\$603.00	B160	A103	Prepared February fee statement (.1); reviewed General Order and prepared fee statement (.4); revised fee statement letter (.1); prepared FTI fee statement for service (.3)
03/16/20	D. Laddin	0.20	\$134.00	B160	A107	Correspondence regarding AGG and Committee fee statements (.1); correspondence with M. Kuan, E. Wilson regarding fee statements of various parties (.1)
03/18/20	S. Kulka	0.10	\$62.50	B160	A107	Emails with Kelley Drye team and FTI team regarding interim compensation issues
03/19/20	S. Kulka	0.10	\$62.50	B160	A107	Emails with Kelley Drye team regarding interim compensation issues
03/19/20	D. Laddin	0.30	\$201.00	B160	A103	Reviewed and prepared AGG, FTI, Kelly Drye statements for service
03/23/20	S. Kulka	0.20	\$125.00	B160	A107	Emails with Kelly Drye team regarding interim fee application issues
03/31/20	S. Kulka	0.10	\$62.50	B160	A107	Emails with Kelley Drye team regarding interim compensation issues
TOTALS FOR B160: Fee/Employment Applications					Subtotal Hours 6.40	Subtotal \$4,130.50

03/04/20	S. Kulka	0.10	\$62.50	B170	A104	Review Scroggins Williamson January fee statement
03/06/20	S. Kulka	0.50	\$312.50	B170	A104	Review amended list of OCP and multiple filed certificates of disinterestedness filed by various OCPs

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
03/09/20	S. Kulka	0.40	\$250.00	B170	A104	Further review of OCP amended list and related filings and emails with Kelley Drye team regarding the same (.2); review Digital Issues Management certificate of disinterestedness and emails with Kelley Drye team regarding the same (.2)
03/10/20	S. Kulka	0.40	\$250.00	B170	A104	Review multiple OCP declarations of disinterestedness, and emails with Kelley Drye team regarding the same and potential objections
03/10/20	S. Kulka	0.10	\$62.50	B170	A105	Call with Darryl Laddin regarding ordinary course professional disinterestedness issues
03/10/20	D. Laddin	0.10	\$67.00	B170	A104	Reviewed ordinary course professional issues
03/12/20	S. Kulka	0.10	\$62.50	B170	A104	Review Sefarth Shaw certificate of disinterestedness
03/16/20	S. Kulka	0.10	\$62.50	B170	A104	Review Scroggins & Williamson fee statement
03/16/20	S. Kulka	0.10	\$62.50	B170	A105	Call with Darryl Laddin regarding Debtor professional monthly fee statements
03/16/20	S. Kulka	0.10	\$62.50	B170	A107	Emails with Kelley Drye team regarding Debtor monthly fee statements
03/16/20	D. Laddin	0.10	\$67.00	B170	A105	Conference with S. Kulka regarding Debtor fee statements
03/26/20	S. Kulka	0.10	\$62.50	B170	A104	Review KCC February fee statement and emails with Darryl Laddin regarding the same
03/27/20	D. Laddin	0.10	\$67.00	B170	A104	Reviewed KCC invoice
TOTALS FOR B170: Fee/Employment Objections					Subtotal Hours 2.30	Subtotal \$1,451.00
03/09/20	S. Kulka	0.10	\$62.50	B210	A104	Review entered final cash management order
03/11/20	S. Kulka	0.30	\$187.50	B210	A104	Review agenda for committee call and cash flow and operations report prepared by FTI
03/24/20	S. Kulka	0.20	\$125.00	B210	A104	Review letter from Krystal regarding deferral of April rent and related emails
TOTALS FOR B210: Business Operations					Subtotal Hours 0.60	Subtotal \$375.00

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
03/01/20	S. Kulka	0.50	\$312.50	B230	A107	Emails and conference call with Eric Wilson regarding cash collateral and cash collateral budget issues
03/01/20	S. Kulka	0.60	\$375.00	B230	A104	Review emails from Debtors' counsel and Wells Fargo's counsel regarding cash collateral issues and cash collateral budgeting (.2); review proposed third interim order and updated cash collateral budget (.4)
03/02/20	S. Kulka	1.20	\$750.00	B230	A104	Review Wells Fargo Declaration related to loan documents and perfection (.2); review Debtors' notice of filing of third interim cash collateral order and proposed budget (.3); review Wells Fargo supplemental objection to cash collateral motion (.2); review Wells Fargo comments to proposed third interim cash collateral order (.2); review further revised third interim cash collateral order with lender comments (.3)
03/02/20	S. Kulka	2.70	\$1,687.50	B230	A107	Call with Kelley Drye team and FTI team regarding cash collateral budget issues and cash collateral hearing and bidding procedures (.7); call and emails with Rufus Dorsey regarding bank group's declaration related to loan documents and cash collateral issues and upcoming hearing (.4); follow up call with Eric Wilson regarding cash collateral issues and hearing (.2); additional call with Eric Wilson regarding Wells Fargo comments to cash collateral order (.2); call with Rob Williamson regarding cash collateral issues and status of discussions with Wells Fargo (.2); call with Debtors' legal team, Lender's legal team, and Kelly Drye team regarding third interim cash collateral order (.5); follow up call with Eric Wilson regarding result of call and issues for hearing (.2); subsequent call with Debtors' legal team, Lender's legal team, and Kelly Drye team regarding third interim cash collateral order (.3)
03/02/20	S. Kulka	2.90	\$1,812.50	B230	A101	Prepare for cash collateral hearing
03/03/20	S. Kulka	2.90	\$1,812.50	B230	A109	Attend final cash collateral hearing, and hearing on bidding procedures, OCP procedure motion, credit support agreement motion, and cash management motion
03/03/20	S. Kulka	1.10	\$687.50	B230	A101	Continue to prepare for final cash collateral hearing, and hearing on bidding procedures, OCP procedure motion, credit support agreement motion, and cash management motion

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
03/03/20	S. Kulka	1.20	\$750.00	B230	A107	Meeting with secured lender's counsel, debtors' counsel, and Eric Wilson to review and revise cash collateral order and bidding procedures order to conform to hearing results
03/04/20	S. Kulka	0.30	\$187.50	B230	A107	Emails with Eric Wilson regarding cash collateral budget issues (.1); call with Eric Wilson regarding cash collateral budget issues (.2)
03/05/20	S. Kulka	0.70	\$437.50	B230	A107	Call with Kelley Drye and FTI teams regarding budget issues and case status (.4); additional emails with team regarding variance in certain actual expenses (.1); call with Maeghan McLoughlin regarding outcome of cash collateral hearing and next steps to create value (.2)
03/05/20	S. Kulka	0.20	\$125.00	B230	A104	Review Debtor's weekly cash flow and cash collateral variance report
03/09/20	S. Kulka	0.30	\$187.50	B230	A105	Call with Darryl Laddin regarding cash collateral issues
03/09/20	S. Kulka	0.10	\$62.50	B230	A104	Review entered final U.S. Foods credit support agreement approval order
03/09/20	D. Laddin	0.30	\$201.00	B230	A105	Conference with S. Kulka regarding cash collateral issues
03/11/20	S. Kulka	0.40	\$250.00	B230	A107	Emails with Kelley Drye team and Cliff Zucker regarding cash collateral budget issues (.3); emails with Jeff Dutson and Jon Tibus regarding cash collateral budget issues (.1)
03/12/20	S. Kulka	0.20	\$125.00	B230	A107	Emails with Debtors' counsel and John Tibus regarding cash collateral issues
03/12/20	S. Kulka	0.20	\$125.00	B230	A104	Review cash collateral variance and cash flow reports
03/12/20	D. Laddin	0.10	\$67.00	B230	A105	Reviewed cash collateral report
03/13/20	S. Kulka	0.10	\$62.50	B230	A107	Emails with Jeff Dunston and Jon Tibus regarding cash collateral issues
03/16/20	S. Kulka	0.30	\$187.50	B230	A105	Conference call with Darryl Laddin regarding strategies for call with Debtors regarding cash collateral budget (.1); conference call with Darryl Laddin regarding cash collateral and sale issues discussed in call with Debtors (.2)

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
03/16/20	S. Kulka	1.70	\$1,062.50	B230	A107	Emails with K&S team and Jon Tibus regarding cash collateral budget issues (.1); emails with Eric Wilson, Maeghan McLoughlin, FTU, and Darryl Laddin regarding cash collateral budget issues (.2); call with K&S team and Jon Tibus regarding cash collateral budget issues (.6); email memo to Kelley Drye team and FTI team regarding outcome of Debtor call regarding cash collateral and sale issues (.2); call with Committee team regarding the same and next steps (.6)
03/16/20	D. Laddin	0.30	\$201.00	B230	A105	Conference with S. Kulka regarding upcoming cash collateral budget call (.1); conference with S. Kulka regarding cash collateral and sale issues discussed in call with Debtor (.2)
03/16/20	D. Laddin	0.70	\$469.00	B230	A107	Correspondence with S. Kulka and E. Wilson regarding cash collateral budget issues (.1); telephone conference with Kelly Drye, FTI, S. Kulka regarding budget and sale issues (.6)
03/19/20	S. Kulka	0.20	\$125.00	B230	A104	Review Debtor's cash flow and cash collateral variance reports
03/20/20	S. Kulka	0.70	\$437.50	B230	A107	Emails with Kelley Drye and FTI teams regarding cash collateral budget issues (.3); emails with Debtor legal and management teams regarding cash collateral budget issues (.3); additional emails with Kelley Drye and FTI teams regarding cash collateral budget issues and case update (.1)
03/23/20	S. Kulka	0.10	\$62.50	B230	A107	Emails with Kelley Drye team and FTI team regarding cash collateral issues
03/23/20	S. Kulka	0.30	\$187.50	B230	A104	Review Debtors' draft dec with restated assumptions and cash flow projections
03/24/20	S. Kulka	0.30	\$187.50	B230	A104	Review agenda for Committee call and FTI financial report (.2); review revised notice of April 1 cash collateral hearing and related emails from Chambers and Debtor's counsel (.1)
03/25/20	D. Laddin	0.20	\$134.00	B230	A104	Reviewed updates on Krystal status
03/26/20	S. Kulka	0.20	\$125.00	B230	A104	Review Debtors' cashflow and cash collateral reports
03/26/20	D. Laddin	0.10	\$67.00	B230	A104	Reviewed cash collateral budget

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
03/27/20	S. Kulka	0.80	\$500.00	B230	A107	Call with Eric Wilson regarding cash collateral budget issues and reservation of rights issues (.2); emails with Ashley Ray regarding cash collateral stipulation (.1); multiple emails with Kelley Drye, FTI team, and Darryl Laddin team regarding Debtors' cash collateral stipulation and updated cash collateral budget and potential objections (.5)
03/27/20	S. Kulka	0.10	\$62.50	B230	A105	Emails with Darryl Laddin regarding cash collateral budget issues and reservation of rights issues
03/27/20	S. Kulka	0.40	\$250.00	B230	A104	Review and comment on Debtors' proposed cash collateral stipulation and updated proposed budget
03/27/20	D. Laddin	0.10	\$67.00	B230	A104	Reviewed cash collateral budget
03/28/20	S. Kulka	0.50	\$312.50	B230	A108	Call with FTI team regarding cash collateral budget and budget comparisons
03/28/20	S. Kulka	1.00	\$625.00	B230	A103	Prepare informal objection to Debtors' proposed cash collateral and settlement request (.9); review and revise informal objection per comments from Kelley Drye team (.1)
03/28/20	S. Kulka	0.30	\$187.50	B230	A104	Review budget analysis prepared by FTI
03/28/20	S. Kulka	0.20	\$125.00	B230	A105	Call with Darryl Laddin regarding cash collateral issues
03/28/20	D. Laddin	0.20	\$134.00	B230	A104	Reviewed Budget
03/29/20	S. Kulka	1.20	\$750.00	B230	A107	Conference call with Kelley Drye team, FTI team, and Darryl Laddin regarding cash collateral and budget issues and potential objection to the same (.7); emails with Debtors' counsel regarding cash collateral settlement issues (.2); emails with and conference call with Kelley Drye team, FTI team, and Darryl Laddin regarding cash collateral settlement issues (.3)
03/29/20	S. Kulka	0.30	\$187.50	B230	A103	Review and revise informal objection to Debtors' proposed cash collateral and settlement request pursuant to discussion with Committee professional team
03/29/20	D. Laddin	0.40	\$268.00	B230	A104	Reviewed and analyzed Fourth Interim Budget and related analyses of same
03/29/20	D. Laddin	0.70	\$469.00	B230	A107	Telephone conference with E. Wilson, M. McLoughlin, C. Zucker, M. Kuan, S. Kulka regarding Budget, analysis of same, and potential Objection (.7)

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
03/30/20	S. Kulka	0.70	\$437.50	B230	A104	Review and comment on supplemental cash collateral objection and reservation of rights (.3); review and comment on further revised supplemental cash collateral objection and reservation of rights (.2); review Debtors' further revised budget and cash collateral stipulation (.2)
03/30/20	S. Kulka	2.30	\$1,437.50	B230	A107	Emails with Kelley Drye team, FTI team, and Darryl Laddin regarding cash collateral issues and cash collateral objection (.5); call with Eric Wilson regarding cash collateral settlement issues (.2); emails with Debtors' counsel regarding cash collateral settlement issues (.4); subsequent call with Eric Wilson regarding cash collateral budget and related settlement issues (.1); emails with Lender team regarding cash collateral budgeting settlement issues (.2); emails with Kelly Drye team regarding Debtors' further revised budget and stipulation (.1); call and emails with Eric Wilson and Cliff Zucker regarding cash collateral orders and how they interplay with cash collateral budgets (.3); subsequent call with Eric Wilson regarding cash collateral budget and stipulation and ways to bridge gap to settle on new interim order (.2); subsequent emails with Debtors' counsel to resolve cash collateral budget and stipulation (.2)
03/30/20	S. Kulka	0.40	\$250.00	B230	A103	Revise cash collateral objection and finalize for filing
03/30/20	S. Kulka	0.30	\$187.50	B230	A105	Calls with Darryl Laddin regarding cash collateral issues
03/30/20	S. Kulka	0.30	\$187.50	B230	A108	Calls with Cliff Zucker regarding cash collateral budget issues
03/30/20	D. Laddin	0.60	\$402.00	B230	A104	Reviewed draft of cash collateral objection (.2); reviewed revised cash collateral objection (.1); reviewed further revisions to cash collateral objection (.2); reviewed latest draft of Stipulation forwarded by A. Ray (.1)
03/30/20	D. Laddin	0.20	\$134.00	B230	A107	Correspondence with E. Wilson, et al. regarding cash collateral objection
03/30/20	D. Laddin	0.30	\$201.00	B230	A105	Conference with S. Kulka regarding cash collateral issues (.2); follow-up conference with S. Kulka regarding latest cash collateral issues (.1)

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
03/31/20	S. Kulka	3.00	\$1,875.00	B230	A107	Emails with Kelley Drye team and FYI team regarding cash collateral issues and cash collateral settlement issues (.3); conference call with Rufus Dorsey regarding cash collateral settlement issues, including Committee issues and Lender issues (.4); conference call with Eric Wilson regarding update related to the same and reservation of rights pleading (.2); emails with Debtors' counsel regarding cash collateral settlement issues (.2); call with Rob Williamson and Ashley Ray regarding cash collateral settlement issues related Committee and Lender issues (.5); call with Eric Wilson regarding the same (.3); subsequent call with Rob Williamson and Ashley Ray regarding same (.2); subsequent emails with Kelley Drye and FTI teams regarding the same (.1); additional emails with Rob Williamson and Ashley Ray to finalize Committee and Debtor settlement on cash collateral order and budget (.3); subsequent call with Rob Williamson regarding Lender settlement on cash collateral (.1); follow up email and then call with Rufus Dorsey regarding the same (.2); emails with Eric Wilson and Darryl Laddin regarding the same and form of cash collateral order (.2)
03/31/20	S. Kulka	0.10	\$62.50	B230	A108	Call with Cliff Zucker regarding cash collateral issues
03/31/20	S. Kulka	0.40	\$250.00	B230	A103	Revise and revise cash collateral reservation of rights and finalize for filing
03/31/20	S. Kulka	0.20	\$125.00	B230	A105	Conference call with Darryl Laddin regarding cash collateral issues
03/31/20	S. Kulka	0.60	\$375.00	B230	A104	Review further revised and shorten budget (.1); review and comment on further revised interim cash collateral order (.5)
03/31/20	D. Laddin	0.20	\$134.00	B230	A107	Reviewed correspondence regarding cash collateral issues
03/31/20	D. Laddin	0.20	\$134.00	B230	A103	Reviewed and revised cash collateral objection
03/31/20	D. Laddin	0.20	\$134.00	B230	A105	Conference with S. Kulka regarding latest cash collateral issues
TOTALS FOR B230: Financing/Cash Collections				Subtotal Hours		Subtotal
				37.30		\$23,528.50
03/09/20	S. Kulka	0.10	\$62.50	B310	A104	Review entered Section 503(b)(9) claim procedures order

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
03/09/20	S. Kulka	0.10	\$62.50	B310	A107	Call with M. McLoughlin regarding bar date motion issues
03/12/20	S. Kulka	0.40	\$250.00	B310	A107	Emails with K&S team regarding bar date motion and telephonic hearing issues on the same (.2); emails with Maeghan McLoughlin regarding the same, and form of bar date order (.2)
03/12/20	S. Kulka	0.20	\$125.00	B310	A104	Review revised bar date order
03/16/20	S. Kulka	0.20	\$125.00	B310	A104	Review notice of modified bar date order and notice of bar date
03/17/20	S. Kulka	0.40	\$250.00	B310	A109	Attend hearing on motion to approve bar date
03/31/20	S. Kulka	0.20	\$125.00	B310	A104	Analyze administrative expense claims priority issues

TOTALS FOR B310: Claims Administration and Objections

Subtotal Hours
1.60

Subtotal
\$1,000.00

Total Hours **54.80**

Total For Services **\$34,444.50**

Attorney and Paralegal Summary

	Hours Worked	Billed Rate	Bill Amount
Kulka, Sean C.	44.70	\$625.00	\$27,937.50
Laddin, Darryl S.	9.60	\$670.00	\$6,432.00
Jackson, Toussant S.	0.50	\$150.00	\$75.00
Total All Attorneys		54.80	\$34,444.50

<u>Expense Code</u>	<u>Description</u>	<u>Amount</u>
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E108	VENDOR: Clerk, U.S. District Court INVOICE#: PHV KELLEY DRYE DATE: 3/2/2020 Pro hac vice admission fees (2)	\$300.00
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TOTALS FOR E108: **\$300.00**

Total Expenses	\$300.00
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	<u>FEES</u>	<u>DISBURSEMENTS</u>	<u>TOTAL</u>
CURRENT CHARGES:	\$34,444.50	\$300.00	\$34,744.50
Total Balance Due:	\$34,444.50	\$300.00	\$34,744.50
		Total This Statement	\$34,744.50

Fee & Expense Summary

Client Name The Official Committee of
Unsecured Creditors of The Krystal Company, et al.

Matter Name The Krystal Company Bankruptcy

Account Number 37781-1

Invoice # 794340

Bill Date 03/31/20

Current Fee Total \$34,444.50

Current Expense Total.....\$300.00

Current Invoice Total \$ 34,744.50

Current Fee Summary Breakdown By Task Code

B110: CASE ADMINISTRATION

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
1217	Jackson, Toussant S.	0.50	\$75.00
448	Kulka, Sean C.	1.60	\$1000.00
628	Laddin, Darryl S.	0.20	\$134.00
TOTALS FOR B110: Case Administration		2.30	\$1,209.00

B130: ASSET DISPOSITION

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	0.90	\$562.50
628	Laddin, Darryl S.	0.20	\$134.00
TOTALS FOR B130: Asset Disposition		1.10	\$696.50

B140: RELIEF FROM STAY/ADEQUATE PROTECTION PROCEEDINGS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	0.60	\$375.00
TOTALS FOR B140: Relief from Stay/Adequate Protection Proceedings		0.60	\$375.00

B150: MEETINGS OF AND COMMUNICATIONS WITH CREDITORS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	1.40	\$875.00
628	Laddin, Darryl S.	1.20	\$804.00
TOTALS FOR B150: Meetings of and Communications with Creditors		2.60	\$1,679.00

B160: FEE/EMPLOYMENT APPLICATIONS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	3.50	\$2187.50
628	Laddin, Darryl S.	2.90	\$1943.00
TOTALS FOR B160: Fee/Employment Applications		6.40	\$4,130.50

B170: FEE/EMPLOYMENT OBJECTIONS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	2.00	\$1250.00
628	Laddin, Darryl S.	0.30	\$201.00
TOTALS FOR B170: Fee/Employment Objections		2.30	\$1,451.00

B210: BUSINESS OPERATIONS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	0.60	\$375.00
TOTALS FOR B210: Business Operations		0.60	\$375.00

B230: FINANCING/CASH COLLECTIONS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	32.50	\$20312.50
628	Laddin, Darryl S.	4.80	\$3216.00
TOTALS FOR B230: Financing/Cash Collections		37.30	\$23,528.50

B310: CLAIMS ADMINISTRATION AND OBJECTIONS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	1.60	\$1000.00
TOTALS FOR B310: Claims Administration and Objections		1.60	\$1,000.00

Current Expense Summary Breakdown By Code

E108	300.00
<hr/>	
Total Expenses:	\$300.00



The Official Committee of Unsecured Creditors of The Krystal Company, et al. May 1, 2020
Kirk R. Carson Committee Co-Chair
11995 El Camino Real
San Diego, CA 92130
Invoice #796988
Darryl S. Laddin

For Legal Services Rendered In Connection With:

Client/Matter #37781-1
The Krystal Company Bankruptcy

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
04/13/20	S. Kulka	0.20	\$125.00	B110	A104	Review Debtors' March monthly operating report
04/20/20	S. Kulka	0.20	\$125.00	B110	A104	Work on service issues related to Committee standing motion
04/21/20	S. Kulka	0.20	\$125.00	B110	A104	Attention to service issues related to Committee standing motion and notice of hearing
04/22/20	S. Kulka	0.10	\$62.50	B110	A104	Attention to service issues related to supplement to Committee standing motion
04/27/20	S. Kulka	0.10	\$62.50	B110	A104	Attention to service issues related to limited objection to stalking horse motion
04/30/20	S. Kulka	0.10	\$62.50	B110	A108	Review emails from Chambers regarding status conference and update Kelley Drye team and Darryl Laddin regarding the same
TOTALS FOR B110: Case Administration					Subtotal Hours 0.90	Subtotal \$562.50

04/07/20	S. Kulka	0.20	\$125.00	B120	A108	Call with Cliff Zucker regarding NOL issues
04/08/20	S. Kulka	1.80	\$1,125.00	B120	A102	Research and analysis related to NOLs and property of the estate issues
04/08/20	S. Kulka	0.60	\$375.00	B120	A105	Call with Darryl Laddin regarding NOL issues and impact on lender claims (.10); emails with Darryl Laddin and Ron Weiner regarding the same, and call with Darryl Laddin regarding the same (.50)
04/08/20	S. Kulka	0.30	\$187.50	B120	A105	Call with Darryl Laddin and Zach Wilson regarding NOL issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
04/08/20	D. Laddin	1.50	\$1,005.00	B120	A104	Analysis of NOL issues
04/08/20	D. Laddin	0.30	\$201.00	B120	A105	Conference with S. Kulka, Z. Wilson regarding NOL issues
04/08/20	Z. Wilson	0.30	\$184.50	B120	A105	Call with D. Laddin and S. Kulka re NOL carryback issue
04/09/20	S. Kulka	1.20	\$750.00	B120	A102	Research NOL issues
04/09/20	S. Kulka	0.10	\$62.50	B120	A108	Emails with Debtors' management and legal team regarding NOL issues
04/10/20	S. Kulka	0.80	\$500.00	B120	A102	Research NOL and property of the estate issues
04/10/20	S. Kulka	0.40	\$250.00	B120	A107	Conference call with Debtors' management team, Debtors' counsel, Cliff Zucker, and Darryl Laddin regarding NOL issues
04/10/20	S. Kulka	0.30	\$187.50	B120	A105	Follow up conference call with Darryl Laddin regarding NOL issues
04/10/20	D. Laddin	0.60	\$402.00	B120	A107	Telephone conference with R. Williamson, A. Ray, J. Tibus, C. Zucker, S. Kulka regarding NOL issues (.4); correspondence with E. Wilson, et al. regarding standing analysis (.2)
04/10/20	D. Laddin	0.30	\$201.00	B120	A105	Conference with S. Kulka regarding NOL issues and drafting of email to E. Wilson regarding same
04/10/20	D. Laddin	0.20	\$134.00	B120	A104	Reviewed tax return information provided by C. Zucker regarding NOL issues (.1); reviewed potential standing motion form (.1)
04/14/20	S. Kulka	0.30	\$187.50	B120	A105	Review valuation research results and emails with Meghan Wells and Darryl Laddin regarding valuation method research
04/15/20	S. Kulka	0.40	\$250.00	B120	A104	Analysis of property of estate issues and impact on NOLs
04/20/20	S. Kulka	0.20	\$125.00	B120	A107	Emails with Kelley Drye team and Darryl Laddin regarding Committee standing motion
04/21/20	S. Kulka	0.10	\$62.50	B120	A105	Call and emails with Darryl Laddin regarding supplement to Committee standing motion

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
04/30/20	S. Kulka	0.40	\$250.00	B120	A104	Review 9019 motion related to Committee standing motion and sale, related motion to expedite, and Fortress comments to the same
TOTALS FOR B120: Asset Analysis and Recovery				Subtotal Hours	10.30	Subtotal
						\$6,565.00
04/03/20	S. Kulka	0.10	\$62.50	B130	A105	Conference with Darryl Laddin regarding sales process
04/03/20	D. Laddin	0.10	\$67.00	B130	A105	Conference with S. Kulka regarding sale status
04/06/20	S. Kulka	0.20	\$125.00	B130	A108	Call with Debtors' management regarding status of operations and impact on sales process
04/07/20	S. Kulka	0.20	\$125.00	B130	A104	Review cure claim notice and emails with FTI and Kelley Drye teams regarding the same
04/14/20	S. Kulka	0.40	\$250.00	B130	A107	Conference with Debtors regarding status of sales process (.20); emails with Kelley Dry team, FTI team, and Darryl Laddin regarding the same (.20)
04/20/20	S. Kulka	0.60	\$375.00	B130	A107	Call with Kelley Drye and FTI teams regarding current status of stalking horse bidders and sales process
04/20/20	D. Laddin	0.60	\$402.00	B130	A107	Telephone conference with E. Wilson, M. McLaughlin, S. Kulka regarding bid for assets and response thereto
04/21/20	S. Kulka	0.30	\$187.50	B130	A105	Conference with Darryl Laddin regarding stalking horse APA and sale issues and strategies
04/21/20	S. Kulka	0.50	\$312.50	B130	A104	Review Debtors' motion to approve stalking horse and break up fee, motion to shorten related to the same, and order and notice of hearing related to the same
04/21/20	D. Laddin	0.20	\$134.00	B130	A104	Reviewed draft of stalking horse APA
04/21/20	D. Laddin	0.30	\$201.00	B130	A104	Reviewed APA and analyzed sale issues
04/21/20	D. Laddin	0.30	\$201.00	B130	A105	Conference with S. Kulka regarding sale issues
04/22/20	S. Kulka	0.20	\$125.00	B130	A107	Emails with Kelley Drye team, FTI team, and Darryl Laddin regarding sale issues
04/22/20	D. Laddin	0.30	\$201.00	B130	A104	Reviewed Emergency Motion to Approve Stalking Horse

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
04/24/20	S. Kulka	0.40	\$250.00	B130	A107	Emails with Kelly Drye team regarding sale issues, including break up fee issues, and stalking horse limited objection
04/24/20	S. Kulka	0.10	\$62.50	B130	A105	Emails with Darryl Laddin regarding stalking horse APA
04/24/20	S. Kulka	0.60	\$375.00	B130	A104	Review stalking horse APA and necessary revisions to the same, including revisions related to break-up fee and avoidance actions (.40); review landlord objection to stalking horse motion (.20)
04/24/20	S. Kulka	0.60	\$375.00	B130	A103	Review and revise limited objection to motion to approve stalking horse
04/24/20	D. Laddin	0.40	\$268.00	B130	A104	Reviewed mark-up to APA (.1); reviewed draft of Committee Objection to break-up fee (.3)
04/25/20	S. Kulka	0.60	\$375.00	B130	A107	Call with Jonathan Edwards, Eric Wilson, and Darryl Laddin regarding Fortress credit bid and competing APA structure
04/25/20	D. Laddin	0.60	\$402.00	B130	A107	Telephone conference with J. Edwards, E. Wilson, S. Kulka regarding Lenders' bid for company
04/26/20	S. Kulka	0.30	\$187.50	B130	A107	Call with Debtors' team and Committee team regarding Nashville APA, Fortress bid, and alternative transactions
04/26/20	S. Kulka	0.20	\$125.00	B130	A105	Conference with Darryl Laddin regarding Fortress APA
04/26/20	S. Kulka	0.90	\$562.50	B130	A104	Review blackline of Fortress APA (.60); review and comment on related settlement agreement (.30)
04/26/20	D. Laddin	0.30	\$201.00	B130	A107	Telephone conference with S. Borders, J. Dutson, J. Tibus, E. Wilson, S. Kulka regarding Fortress Lenders' bid for company
04/26/20	D. Laddin	0.20	\$134.00	B130	A105	Telephone conference with S. Kulka regarding Fortress APA
04/26/20	D. Laddin	0.50	\$335.00	B130	A104	Reviewed draft of Fortress Lenders' APA and Settlement Agreement
04/27/20	S. Kulka	1.30	\$812.50	B130	A104	Review and comment on further revised Fortress APA and settlement agreement (.70); review KRY Warner Robins Realty objection to stalking horse motion (.10); review further revised APA and Schedules and further revised settlement agreement (.50)

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
04/27/20	S. Kulka	0.40	\$250.00	B130	A109	Attend telephonic hearing on Debtors' motion to approve stalking horse
04/27/20	S. Kulka	0.10	\$62.50	B130	A104	Review landlord group objection to stalking horse motion
04/27/20	S. Kulka	1.70	\$1,062.50	B130	A107	Emails with Kelley Drye team regarding Fortress APA and settlement agreement (.10); call with Kelley Drye team, FTI team, and Darryl Laddin regarding the same and to prepare for Committee call regarding sale process (.40); call with Debtors' team and Committee team regarding Fortress proposal and APA page turn (1.10); email to Kelley Drye team regarding strategies related to open sale terms (.10)
04/27/20	S. Kulka	0.10	\$62.50	B130	A105	Call with Darryl Laddin regarding sale issues
04/27/20	D. Laddin	0.40	\$268.00	B130	A109	Telephonically attended hearing on stalking horse bid
04/27/20	D. Laddin	1.50	\$1,005.00	B130	A107	Telephone conference with E. Wilson, M. McLoughlin, C. Zucker, S. Kulka regarding sale issues and upcoming Committee call (.4); telephone conference with J. Dutson, Kelley Drye, J. Tibus, S. Kulka regarding lender APA (1.1)
04/28/20	S. Kulka	1.30	\$812.50	B130	A107	Call with Eric Wilson regarding Fortress sale and applicable agreements (.30); call with Maeghan McLoughlin regarding Fortress settlement agreement (.10); multiple emails with Kelley Drye team and FTI team regarding settlement agreement and wind down budgets (.40); conference call with Eric Wilson regarding final form of transaction documents and preparation for Committee call regarding sign off (.50)
04/28/20	S. Kulka	3.20	\$2,000.00	B130	A104	Review multiple emails related to Fortress transaction and administrative expenses constituting assumed liabilities (.30); review and provide comments to further revised Fortress APA and settlement agreement (1.30); review and comment on wind down budget and related emails (.20); review further drafts of Fortress APA and settlement agreement (.50); review multiple emails with Debtors' counsel and Fortress' counsel regarding transaction and continuing comments to transaction documents (.40); high level review of final transaction documents (.50)
04/28/20	S. Kulka	0.90	\$562.50	B130	A103	Revise various carveout and release provisions in Fortress settlement agreement related to sale (.70); revise settlement agreement exhibits (.20)

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
04/28/20	S. Kulka	0.30	\$187.50	B130	A109	Attend telephonic continued hearing on stalking horse motion
04/28/20	D. Laddin	1.00	\$670.00	B130	A103	Reviewed and commented on latest drafts of APA and Settlement Agreement (.6); further review and revisions to Settlement Agreement (.4)
04/28/20	D. Laddin	0.20	\$134.00	B130	A107	Correspondence with E. Wilson, et al. regarding draft Settlement Agreement issues
04/28/20	D. Laddin	0.20	\$134.00	B130	A109	Telephonically attended hearing on stalking horse motion
04/29/20	S. Kulka	0.20	\$125.00	B130	A105	Emails and then call with Darryl Laddin regarding Fortress transaction status and issues
04/29/20	S. Kulka	0.30	\$187.50	B130	A107	Call with Kelley Drye team, FTI team, and Darryl Laddin to prepare for Committee approval call related to Fortress transaction and settlement
04/29/20	S. Kulka	0.10	\$62.50	B130	A104	Review withdrawal of stalking horse motion
04/29/20	D. Laddin	0.60	\$402.00	B130	A104	Reviewed final edits to APA and Settlement Agreement
04/29/20	D. Laddin	0.30	\$201.00	B130	A107	Telephone conference with E. Wilson, M. McLoughlin, C. Zucker, S. Kulka regarding lender bid issues and upcoming Committee call
04/30/20	S. Kulka	0.20	\$125.00	B130	A107	Call with counsel to multiple landlords regarding status of sale and differences between Fortress and Nashville deals
04/30/20	S. Kulka	0.30	\$187.50	B130	A109	Attend telephonic status conference on stalking horse motion and cash collateral extension
04/30/20	D. Laddin	0.30	\$201.00	B130	A109	Telephonically attended status conference
TOTALS FOR B130: Asset Disposition				Subtotal Hours		Subtotal
				24.90		\$15,936.00

04/02/20	S. Kulka	0.10	\$62.50	B140	A104	Review Pruett declaration in support of landlord stay relief motion
04/06/20	S. Kulka	0.30	\$187.50	B140	A104	Review Debtor's response to Pruett stay relief motion and related Tibus affidavit (.20); review Blair consent stay relief order (.10)
04/07/20	S. Kulka	1.30	\$812.50	B140	A109	Attend hearing on Pruett stay relief motion

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
04/07/20	S. Kulka	0.10	\$62.50	B140	A107	Call with Jeff Dutson regarding April 7 hearing on Pruett stay relief
04/16/20	S. Kulka	0.20	\$125.00	B140	A104	Review and comments on Williams stay relief consent order and emails with Debtors' counsel regarding the same
04/20/20	S. Kulka	0.10	\$62.50	B140	A104	Review Pruett entered order denying stay relief
04/28/20	S. Kulka	0.10	\$62.50	B140	A104	Review KRY Warner Robins Realty stay relief motion
TOTALS FOR B140: Relief from Stay/Adequate Protection Proceedings				Subtotal Hours	2.20	Subtotal
						\$1,375.00
04/02/20	S. Kulka	0.20	\$125.00	B150	A107	Emails with Brad Baldwin regarding status of stalking horse agreement and sales process
04/07/20	S. Kulka	0.10	\$62.50	B150	A104	Review Committee update memo
04/08/20	D. Laddin	0.20	\$134.00	B150	A104	Reviewed correspondence with Committee regarding sales and sale process
04/14/20	S. Kulka	0.20	\$125.00	B150	A104	Review agenda and FTI exhibits and related emails for Committee Call
04/15/20	S. Kulka	0.40	\$250.00	B150	A106	Committee call regarding Debtor's operations, including decreased sales, sale issues, cash collateral, and secured lender issues
04/15/20	S. Kulka	0.20	\$125.00	B150	A107	Call with Mark Duedall regarding NOL issues
04/15/20	D. Laddin	0.30	\$201.00	B150	A107	Telephone conference with E. Wilson, M. McLoughlin regarding issues for Committee
04/15/20	D. Laddin	0.40	\$268.00	B150	A106	Conference call with Committee regarding sale, cash collateral, NOLs, etc.
04/16/20	D. Laddin	0.10	\$67.00	B150	A106	Reviewed correspondence with Committee regarding motions filed and standing motion
04/21/20	S. Kulka	0.60	\$375.00	B150	A106	Committee call regarding stalking horse offer and sales process
04/21/20	D. Laddin	0.60	\$402.00	B150	A106	Conference call with Committee regarding stalking horse APA
04/22/20	S. Kulka	0.30	\$187.50	B150	A107	Call with counsel to multiple landlords, Gai Lynn McCarthy, regarding status of case, stalking horse APA, and sales process

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
04/23/20	S. Kulka	0.20	\$125.00	B150	A107	Review voicemail from and call with counsel to multiple landlords, Gai Lynn McCarthy, regarding stalking horse APA
04/27/20	S. Kulka	0.60	\$375.00	B150	A106	Call with Committee and all Committee professionals regarding sales process and transaction alternatives
04/27/20	D. Laddin	0.60	\$402.00	B150	A106	Conference call with Committee regarding sale issues
04/29/20	S. Kulka	0.60	\$375.00	B150	A106	Call with entire Committee and Committee professionals regarding approval of Fortress transaction and settlement
04/29/20	D. Laddin	0.60	\$402.00	B150	A106	Conference call with Committee regarding lender bid issues

TOTALS FOR B150: Meetings of and Communications with Creditors	Subtotal Hours 6.20	Subtotal \$4,001.00
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04/01/20	S. Kulka	0.90	\$562.50	B160	A103	Review and revise AGG's March fee statement
04/01/20	D. Laddin	0.40	\$268.00	B160	A103	Reviewed and revised AGG March fee statement
04/02/20	S. Kulka	0.10	\$62.50	B160	A104	Review FTI's March fee statement
04/02/20	D. Laddin	0.40	\$268.00	B160	A103	Reviewed and revised AGG March fee statement (.3); prepared AGG fee statement for billing (.1)
04/03/20	S. Kulka	0.10	\$62.50	B160	A104	Review Kelley Drye March fee statement
04/03/20	D. Laddin	0.10	\$67.00	B160	A104	Reviewed Kelly Drye fee statement
04/14/20	S. Kulka	0.10	\$62.50	B160	A107	Emails with Debtors regarding interim compensation issues

TOTALS FOR B160: Fee/Employment Applications	Subtotal Hours 2.10	Subtotal \$1,353.00
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04/01/20	S. Kulka	0.10	\$62.50	B170	A104	Review Scroggins Williamson March fee statement
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TOTALS FOR B170: Fee/Employment Objections	Subtotal Hours 0.10	Subtotal \$62.50
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04/10/20	S. Kulka	0.20	\$125.00	B185	A107	Call with Sam Arden, counsel for corporate landlord regarding assumption issues
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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
04/15/20	S. Kulka	0.20	\$125.00	B185	A104	Review motion to extend time to assume or reject non-residential real property leases (.10); review Kushner White Associates Limited Partnership response to the same (.10)
04/17/20	S. Kulka	0.10	\$62.50	B185	A104	Review Desai Holding cure claim objection
04/21/20	S. Kulka	0.20	\$125.00	B185	A104	Review Pruett cure claim objection (.10); review PPB&D cure claim objection (.10)
04/22/20	S. Kulka	0.10	\$62.50	B185	A104	Review Powell Cure Claim objection
04/23/20	S. Kulka	0.30	\$187.50	B185	A104	Review Watts Trust cure claim objection (.10) review Colluro Family Partners cure claim objection (.10); review Peach Willow cure claim objection (.10)
04/24/20	S. Kulka	0.50	\$312.50	B185	A104	Review amended Pruett cure claim objection (.10); review DSS Krystal, LLC Stockbridge cure claim objection (.10); review DSS Krystal, LLC Conyers cure claim object (.10); review Eden Star Properties, LLC cure claim objection (.10); review Clark/Willmschen Holdings 2, LLC cure claim objection (.10)
04/27/20	S. Kulka	1.70	\$1,062.50	B185	A104	Review GAM Development, LLC cure claim objection (.10); review 1045 Ellis Avenue Owner, LLC cure claim objection (.10); review VEREIT Real Estate and CNL Net Lease Funding 2001 cure claim objection (.20); review The Cirignano Limited Partnership #3 cure claim objection (.10); review DJ Rash Realty Company, LLC, Hannah Rocks, LLC, JMT Land Holdings, LLC cure claim objection and reservation of rights (.10); review 182 Emerson LLC cure claim objection (.10); review SLM Waste & Recycling Services, Inc. d/b/a SLMFacility Solutions Nationwide cure claim objection (.10); review Buckhead 14th KB, LLC cure claim objection (.10); review Carpello Family Trust cure claim objection and objection to exclusivity (.10); review AR Global Landlords cure claim objection (.10); review Ladas Development cure claim objection (.10); review Alabama Power Company cure claim objection (.10); review C&L Properties cure claim objection (.10); review Georgia Power Company cure claim objection (.10); review CIVF IV-2, LLC, Capview Income & Value Fund IV, LP, STORE Master Funding I, LLC cure claim objection (.10); review Pierpont, Ltd. cure claim objection (.10)

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
04/28/20	S. Kulka	0.30	\$187.50	B185	A104	Review AR Global cure claim objection (.10); review Mississippi Power cure claim objection (.10); review C&L Properties cure claim objection (.10)
TOTALS FOR B185: Assumption/Rejection of Leases and Contracts						
Subtotal Hours						
3.60						
Subtotal						
\$2,250.00						
04/06/20	S. Kulka	0.10	\$62.50	B210	A104	Review notice of bank account closures
04/07/20	S. Kulka	0.10	\$62.50	B210	A108	Emails with FTI team regarding Debtors' operations
04/13/20	S. Kulka	0.20	\$125.00	B210	A107	Call with Maeghan McLoughlin regarding business operation issues, sale issues, and cash collateral issues for Committee update
04/25/20	S. Kulka	0.20	\$125.00	B210	A104	Review Debtors' motion to terminate pension plan
TOTALS FOR B210: Business Operations						
Subtotal Hours						
0.60						
Subtotal						
\$375.00						
04/01/20	S. Kulka	0.50	\$312.50	B230	A107	Call with Eric Wilson and Darryl Laddin to prepare for cash collateral hearing (.40); subsequent call with Eric Wilson regarding strategies for reservation of rights at hearing (.10)
04/01/20	S. Kulka	0.50	\$312.50	B230	A109	Attend telephonic cash collateral hearing
04/01/20	S. Kulka	0.50	\$312.50	B230	A103	Review and provide comments to further revised 4th interim cash collateral order (.30); review uploaded version of order and budget to ensure consistency with various comments and agreements (.20)
04/01/20	S. Kulka	0.40	\$250.00	B230	A107	Emails and call with Rob Williamson and Ashley Ray regarding revised cash collateral order, and then one additional revision to order (.30); emails with Lender's counsel regarding the same (.10)
04/01/20	D. Laddin	0.20	\$134.00	B230	A104	Reviewed proposed Order to be submitted on cash collateral
04/01/20	D. Laddin	0.40	\$268.00	B230	A107	Telephone conference with E. Wilson, S. Kulka regarding budget and cash collateral order to be presented to Court
04/01/20	D. Laddin	0.50	\$335.00	B230	A109	Telephonically attended cash collateral hearing

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
04/02/20	S. Kulka	0.20	\$125.00	B230	A104	Review Debtors' cash collateral variance report and cash flow report
04/02/20	D. Laddin	0.10	\$67.00	B230	A104	Reviewed weekly cash flow report
04/03/20	S. Kulka	0.10	\$62.50	B230	A104	Review entered 4th interim cash collateral order and budget
04/07/20	D. Laddin	0.10	\$67.00	B230	A107	Correspondence regarding cash collateral reporting
04/09/20	S. Kulka	0.20	\$125.00	B230	A104	Review cash collateral variance report and cash flow statement
04/10/20	S. Kulka	0.30	\$187.50	B230	A107	Emails with Kelly Drye team and Darryl Laddin regarding cash collateral issues
04/11/20	S. Kulka	0.20	\$125.00	B230	A107	Emails with Eric Wilson regarding cash collateral issues and adequate protection issues
04/13/20	S. Kulka	0.40	\$250.00	B230	A107	Emails with Rob Williamson regarding cash collateral issues (.20); email with Kelley Drye team, FTI team, and Darryl Laddin regarding the same (.20)
04/13/20	S. Kulka	0.20	\$125.00	B230	A102	Research regarding valuation methodology related to cash collateral
04/13/20	D. Laddin	0.10	\$67.00	B230	A107	Correspondence with E. Wilson, M. McLoughlin regarding cash collateral budget issues
04/14/20	S. Kulka	0.60	\$375.00	B230	A104	Review Debtors' proposed cash collateral budget extension (.20); review and comment on updated schedule of accrued and unpaid administrative expenses (.20); review further revised and shortened cash collateral budget extension and related emails (.20)
04/14/20	S. Kulka	1.20	\$750.00	B230	A107	Emails with Kelley Drye team and FTI team regarding cash collateral budget issues (.20); emails with Debtors' counsel regarding cash collateral budget issues and cash collateral stipulation (.30); emails with Kelley Drye team and Darryl Laddin regarding cash collateral stipulation and comments (.30); call with and then email to with Rufus Dorsey regarding cash collateral stipulation (.20); additional emails with lender's and Debtor's counsel regarding cash collateral stipulation (.10); call with Rufus Dorsey regarding the same (.10)
04/14/20	S. Kulka	0.30	\$187.50	B230	A104	Review and revise lender's proposed cash collateral stipulation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
04/14/20	D. Laddin	0.20	\$134.00	B230	A104	Reviewed cash collateral budget
04/14/20	D. Laddin	0.20	\$134.00	B230	A103	Reviewed and commented on Stipulated Order on further use of cash collateral
04/15/20	S. Kulka	0.30	\$187.50	B230	A107	Emails with Rufus Dorsey and Rob Williamson regarding cash collateral stipulation and budget (.20); call with Rufus Dorsey regarding the same (.10)
04/15/20	S. Kulka	0.10	\$62.50	B230	A104	Review notice of filing of proposed cash collateral order and form of order to ensure consistency with agreed terms
04/15/20	D. Laddin	0.20	\$134.00	B230	A103	Reviewed revised cash collateral stipulation and associated budget
04/16/20	S. Kulka	0.20	\$125.00	B230	A104	Review Debtors' cash collateral variance report and cashflow statement
04/16/20	S. Kulka	0.10	\$62.50	B230	A107	Emails with Maeghan McLoughlin regarding cash collateral issues
04/23/20	S. Kulka	0.20	\$125.00	B230	A104	Review Debtors' cash collateral variance reports and cash flow statements
04/23/20	D. Laddin	0.10	\$67.00	B230	A104	Reviewed cash flow variance report
04/29/20	S. Kulka	0.10	\$62.50	B230	A108	Emails with Chambers and signatories to cash collateral order regarding cash collateral hearing
04/29/20	S. Kulka	0.70	\$437.50	B230	A104	Review new cash collateral budget running through closing (.20); review cash collateral stipulation and further revised accompanying revised budget (.30); review further revised cash collateral stipulation (.10); review filed notice of budget and compare to previously circulated budget (.10)
04/29/20	S. Kulka	0.70	\$437.50	B230	A107	Emails with Rob Williamson and Ashley Ray, and lender's counsel regarding cash collateral issues, and approval and review of cash collateral stipulation and budget (.40); emails with Kelley Drye and FTI teams regarding cash collateral stipulation and budget (.20); further emails with Ashley Ray and Jonathan Edwards regarding cash collateral stipulation (.10)
04/29/20	D. Laddin	0.10	\$67.00	B230	A104	Reviewed new Stipulated Order on cash collateral
04/29/20	D. Laddin	0.30	\$201.00	B230	A107	Reviewed budget, and correspondence regarding same

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
04/30/20	S. Kulka	0.20	\$125.00	B230	A104	Review Debtors' cash collateral variance report and cash flow statement
04/30/20	D. Laddin	0.10	\$67.00	B230	A107	Correspondence regarding cash collateral and hearing
04/30/20	D. Laddin	0.20	\$134.00	B230	A104	Reviewed new filed budget (.1); reviewed cash collateral variance report (.1)

TOTALS FOR B230: Financing/Cash Collections	Subtotal Hours	Subtotal
	11.00	\$7,001.00

04/01/20	S. Kulka	0.30	\$187.50	B310	A107	Emails with Kelley Drye team and Darryl Laddin regarding lien review issues and analysis
04/01/20	S. Kulka	0.40	\$250.00	B310	A104	Review and comment on lien analysis memo
04/02/20	D. Laddin	0.10	\$67.00	B310	A107	Correspondence regarding lien analysis issues
04/02/20	D. Laddin	0.40	\$268.00	B310	A104	Reviewed lien analysis as to Wells Fargo
04/03/20	S. Kulka	0.30	\$187.50	B310	A104	Analyze Debtors' secured claim and lien analysis
04/03/20	S. Kulka	0.10	\$62.50	B310	A105	Call with Darryl Laddin regarding Debtor's secured claim analysis and challenge deadlines under cash collateral order
04/03/20	S. Kulka	0.20	\$125.00	B310	A107	Emails with Kelley Drye team and Darryl Laddin regarding Debtor's secured claim analysis
04/03/20	D. Laddin	0.40	\$268.00	B310	A104	Reviewed Debtor's analysis of Wells liens
04/06/20	D. Laddin	0.10	\$67.00	B310	A103	Correspondence regarding lien analysis
04/07/20	S. Kulka	2.10	\$1,312.50	B310	A107	Call with Kelley Drye team and Darryl Laddin regarding Lender secured claim issues (1.00); emails with Debtors' team regarding the same (.10); call with Debtors' management and counsel, Darryl Laddin and Cliff Zucker regarding multiple issues related to Lender's secured claim (.80); follow up emails with Eric Wilson regarding the same (.20)
04/07/20	S. Kulka	0.20	\$125.00	B310	A105	Follow up call with Darryl Laddin regarding multiple issues related to Lender's secured claim
04/07/20	D. Laddin	1.80	\$1,206.00	B310	A107	Telephone conference with E. Wilson and Kelley Drye team, and S. Kulka, regarding lien issues (1.0); telephone conference with R. Williamson, A. Ray, J. Tibus, C. Zucker, S. Kulka regarding lender's secured claim (.8)

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
04/07/20	D. Laddin	0.20	\$134.00	B310	A105	Conference with S. Kulka regarding lender's secured claim
04/08/20	M. Wells	2.10	\$661.50	B310	A102	Research re: attachment to tax refund
04/08/20	S. Kulka	0.40	\$250.00	B310	A107	Emails with Kelley Drye team, FTI team, and Darryl Laddin regarding Lender's secured claim and NOL issues
04/08/20	R. Weiner	0.80	\$580.00	B310	A104	Legal analysis re tax refund matters and emails re same
04/09/20	M. Wells	7.90	\$2,488.50	B310	A102	Research re: attachment to tax refund
04/09/20	S. Kulka	0.40	\$250.00	B310	A105	Emails with Meghan Wells and Darryl Laddin regarding NOL issues and related research
04/09/20	D. Laddin	0.40	\$268.00	B310	A104	Reviewed research on NOL issues
04/10/20	S. Kulka	0.30	\$187.50	B310	A104	Analyze standing issues related to extent, validity, and priority of liens
04/10/20	S. Kulka	5.60	\$3,500.00	B310	A103	Prepare motion to obtain derivative standing in favor of the Committee to assert certain claims and challenges
04/10/20	D. Laddin	0.30	\$201.00	B310	A104	Analysis of standing to bring action to determine extent, validity and priority
04/11/20	S. Kulka	0.70	\$437.50	B310	A103	Review and revise motion to obtain derivative standing in favor of the Committee to assert certain claims and challenges
04/13/20	S. Kulka	1.80	\$1,125.00	B310	A103	Review and revise motion to obtain Committee standing to assert certain claims
04/14/20	M. Wells	4.70	\$1,480.50	B310	A102	Research regarding valuation methodology related to cash collateral
04/14/20	S. Kulka	0.30	\$187.50	B310	A104	Review comments from Darryl Laddin to Committee standing motion and then discuss the same with Darryl Laddin
04/14/20	D. Laddin	0.90	\$603.00	B310	A103	Reviewed and revised Motion for Standing
04/16/20	S. Kulka	0.30	\$187.50	B310	A107	Call and emails with Maeghan McLoughlin regarding Committee standing motion
04/16/20	S. Kulka	1.10	\$687.50	B310	A103	Review and revise Committee standing motion
04/16/20	D. Laddin	0.10	\$67.00	B310	A104	Reviewed revisions to standing motion

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
04/17/20	S. Kulka	0.90	\$562.50	B310	A103	Further review and revise Committee standing motion (.40); prepare notice of hearing for Committee standing motion (.50)
04/17/20	D. Laddin	0.10	\$67.00	B310	A104	Reviewed draft of updated standing motion
04/20/20	S. Kulka	0.60	\$375.00	B310	A103	Review and revise Committee standing motion and finalize for filing (.50); review and revise notice of hearing for standing motion (.10)
04/20/20	D. Laddin	0.10	\$67.00	B310	A104	Reviewed Notice of Hearing for standing motion, and as-filed standing motion
04/21/20	S. Kulka	0.10	\$62.50	B310	A107	Emails with Eric Wilson regarding Section 503(b)(9) claim issues
04/21/20	S. Kulka	0.60	\$375.00	B310	A103	Draft supplement to Committee standing motion
04/21/20	D. Laddin	0.30	\$201.00	B310	A103	Reviewed and revised Supplement to Standing Motion
04/21/20	D. Laddin	0.10	\$67.00	B310	A105	Conference with S. Kulka regarding Supplement
04/22/20	S. Kulka	0.10	\$62.50	B310	A107	Emails with Eric Wilson regarding administrative claim issues
04/23/20	S. Kulka	0.10	\$62.50	B310	A104	Review Peach Willow request for administrative expense claim
04/30/20	D. Laddin	0.20	\$134.00	B310	A104	Reviewed draft of 9019 Motion with Lenders
TOTALS FOR B310: Claims Administration and Objections				Subtotal Hours 37.90		Subtotal \$19,458.00
04/15/20	S. Kulka	0.20	\$125.00	B320	A104	Review motion to extend exclusivity and related notice of hearing
TOTALS FOR B320: Plan and Disclosure Statement				Subtotal Hours 0.20		Subtotal \$125.00
						Total Hours 100.00
						Total For Services \$59,064.00

Attorney and Paralegal Summary

	Hours Worked	Billed Rate	Bill Amount
Kulka, Sean C.	61.00	\$625.00	\$38,125.00
Laddin, Darryl S.	23.20	\$670.00	\$15,544.00
Wilson, Zach D	0.30	\$615.00	\$184.50
Weiner, Ronald A.	0.80	\$725.00	\$580.00
Wells, Meghan J.	14.70	\$315.00	\$4,630.50
Total All Attorneys	100.00		\$59,064.00

	<u>FEES</u>	<u>DISBURSEMENTS</u>	<u>TOTAL</u>
CURRENT CHARGES:	\$59,064.00	\$0.00	\$59,064.00
Total Balance Due:	\$59,064.00	\$0.00	\$59,064.00
		Total This Statement	\$59,064.00

Fee & Expense Summary

Client Name The Official Committee of
Unsecured Creditors of The Krystal Company, et al.

Matter Name The Krystal Company Bankruptcy

Account Number 37781-1

Invoice # 796988

Bill Date 05/01/20

Current Fee Total \$59,064.00

Current Expense Total.....\$0.00

Current Invoice Total \$ 59,064.00

Current Fee Summary Breakdown By Task Code

B110: CASE ADMINISTRATION

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	0.90	\$562.50
TOTALS FOR B110: Case Administration		0.90	\$562.50

B120: ASSET ANALYSIS AND RECOVERY

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	7.10	\$4437.50
628	Laddin, Darryl S.	2.90	\$1943.00
656	Wilson, Zach D	0.30	\$184.50
TOTALS FOR B120: Asset Analysis and Recovery		10.30	\$6,565.00

B130: ASSET DISPOSITION

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	16.60	\$10375.00
628	Laddin, Darryl S.	8.30	\$5561.00
TOTALS FOR B130: Asset Disposition		24.90	\$15,936.00

B140: RELIEF FROM STAY/ADEQUATE PROTECTION PROCEEDINGS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	2.20	\$1375.00
TOTALS FOR B140: Relief from Stay/Adequate Protection Proceedings		2.20	\$1,375.00

B150: MEETINGS OF AND COMMUNICATIONS WITH CREDITORS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	3.40	\$2125.00
628	Laddin, Darryl S.	2.80	\$1876.00
TOTALS FOR B150: Meetings of and Communications with Creditors		6.20	\$4,001.00

B160: FEE/EMPLOYMENT APPLICATIONS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	1.20	\$750.00
628	Laddin, Darryl S.	0.90	\$603.00
TOTALS FOR B160: Fee/Employment Applications		2.10	\$1,353.00

B170: FEE/EMPLOYMENT OBJECTIONS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	0.10	\$62.50
TOTALS FOR B170: Fee/Employment Objections		0.10	\$62.50

B185: ASSUMPTION/REJECTION OF LEASES AND CONTRACTS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	3.60	\$2250.00
TOTALS FOR B185: Assumption/Rejection of Leases and Contracts		3.60	\$2,250.00

B210: BUSINESS OPERATIONS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	0.60	\$375.00
TOTALS FOR B210: Business Operations		0.60	\$375.00

B230: FINANCING/CASH COLLECTIONS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	8.20	\$5125.00
628	Laddin, Darryl S.	2.80	\$1876.00
TOTALS FOR B230: Financing/Cash Collections		11.00	\$7,001.00

B310: CLAIMS ADMINISTRATION AND OBJECTIONS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
1288	Wells, Meghan J.	14.70	\$4630.50
448	Kulka, Sean C.	16.90	\$10562.50
628	Laddin, Darryl S.	5.50	\$3685.00
797	Weiner, Ronald A.	0.80	\$580.00
TOTALS FOR B310: Claims Administration and Objections		37.90	\$19,458.00

B320: PLAN AND DISCLOSURE STATEMENT

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	0.20	\$125.00
TOTALS FOR B320: Plan and Disclosure Statement		0.20	\$125.00

Current Expense Summary Breakdown By Code

Total Expenses: \$0.00



The Official Committee of Unsecured Creditors of The Krystal Company, et al.
Kirk R. Carson Committee Co-Chair
11995 El Camino Real
San Diego, CA 92130

June 4, 2020
Invoice #799737
Darryl S. Laddin

For Legal Services Rendered In Connection With:

Client/Matter #37781-1
The Krystal Company Bankruptcy

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
05/11/20	S. Kulka	0.10	\$62.50	B110	A104	Review complex case procedures agenda for May 12 hearing
05/12/20	S. Kulka	0.20	\$125.00	B110	A104	Review Debtors' April monthly operating report (.10); review agenda for May 12 hearing (.10)
05/19/20	S. Kulka	0.10	\$62.50	B110	A107	Call with Maeghan McLoughlin regarding case closing issues
05/20/20	S. Kulka	0.10	\$62.50	B110	A104	Review agenda for May 21 hearing
05/29/20	S. Kulka	0.10	\$62.50	B110	A104	Attention to service issues related to withdrawal of Committee Standing Motion
TOTALS FOR B110: Case Administration				Subtotal Hours	0.60	Subtotal
						\$375.00
05/01/20	S. Kulka	0.30	\$187.50	B130	A107	Emails with Debtors' counsel, lender's counsel and Kelley Drye team regarding 9019 motion related to sale and standing motion
05/06/20	S. Kulka	0.40	\$250.00	B130	A104	Review revised Fortress bid package and adequate assurance statement (.30); review notice of no auction (.10)
05/06/20	S. Kulka	0.10	\$62.50	B130	A108	Call with Cliff Zucker regarding mechanics of assumed liabilities under Fortress sale
05/06/20	D. Laddin	0.10	\$67.00	B130	A104	Reviewed Notice of No Auction and of APA
05/07/20	S. Kulka	0.10	\$62.50	B130	A104	Review MetroAir & Refrigeration Service limited objection to sale
05/11/20	S. Kulka	0.10	\$62.50	B130	A104	Review Buckhead 14th KB limited objection to sale

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
05/12/20	S. Kulka	0.70	\$437.50	B130	A104	Review notice of filing of proposed sale order (.30); review further revised sale order and related emails and comments to sale order (.40)
05/12/20	S. Kulka	2.30	\$1,437.50	B130	A107	Call with Maeghan McLoughlin regarding sale issues and substantial contribution issues (.40); emails with Debtors' team regarding sale order issues and related lease issues (.30); follow up call Maeghan McLoughlin regarding sale issue and related lease issues (.20); call with Jon Edwards regarding APA amendment issues (.20); review APA amendment and emails with Ashley Ray regarding APA amendment issues (.30); emails with Kelley Drye team and Darryl Laddin regarding sale issues (.20); additional emails with Jon Edwards and Debtors' counsel regarding sale issues and APA amendment issues (.30); call with Rob Williamson regarding sale order (.20); follow up call with Maeghan McLoughlin regarding sale order and sale hearing issues (.20)
05/12/20	D. Laddin	1.80	\$1,206.00	B130	A107	Correspondence regarding issues concerning sale order and lease extensions (.1); correspondence regarding issues concerning sale order, lease extensions and professional fees (.3); telephone conference with M. McLoughlin regarding sale order issues (.4); telephone conference with M. McLoughlin following S. Borders, et al. call (.1); telephone conference with S. Borders, L. Shermohammed, J. Edwards, M. McLoughlin regarding sale order and settlement issues (.9)
05/12/20	D. Laddin	0.20	\$134.00	B130	A104	Reviewed draft of proposed sale order
05/13/20	S. Kulka	1.70	\$1,062.50	B130	A109	Attend telephonic hearing on sale, settlement motion, final use of cash collateral, and Pruitt stay relief
05/13/20	S. Kulka	0.90	\$562.50	B130	A104	Review multiple further revised versions of the sale order (.50); review supplemental notice of contracts to be assumed (.10); review notice of amended APA (.10); review KRY Warner Robins Realty objection to sale (.10); review final edits to sale order (.10)
05/13/20	S. Kulka	0.80	\$500.00	B130	A107	Emails with Debtors and purchaser's counsel regarding sale order (.30); emails with Kelley Drye team and Darryl Laddin regarding open issues in sale order (.30); call with Maeghan McLoughlin regarding the same and strategies for sale hearing (.20)

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
05/13/20	D. Laddin	0.50	\$335.00	B130	A107	Correspondence with counsel for purchaser, Debtors and Committee regarding edits to sale order and issues relating thereto
05/13/20	D. Laddin	0.10	\$67.00	B130	A104	Reviewed edits to Sale Order
05/13/20	D. Laddin	1.70	\$1,139.00	B130	A109	Attended hearing on sale, lender settlement and cash collateral
05/19/20	S. Kulka	0.10	\$62.50	B130	A105	Emails with Darryl Laddin regarding sale closing issues
05/19/20	S. Kulka	0.10	\$62.50	B130	A107	Emails with Debtors regarding sale closing issues
TOTALS FOR B130: Asset Disposition				Subtotal Hours		Subtotal
				12.00		\$7,698.00
05/22/20	S. Kulka	0.10	\$62.50	B140	A104	Review Pruett stay relief order
TOTALS FOR B140: Relief from Stay/Adequate Protection Proceedings				Subtotal Hours		Subtotal
				0.10		\$62.50
05/01/20	D. Laddin	0.10	\$67.00	B150	A107	Telephone conference with creditor regarding status of case
05/08/20	S. Kulka	0.20	\$125.00	B150	A107	Emails with Gai Lynn McCarthy, counsel to landlord, regarding status of cases
05/12/20	D. Laddin	0.10	\$67.00	B150	A106	Correspondence with Committee regarding purchaser
05/14/20	S. Kulka	0.20	\$125.00	B150	A107	Emails with David Cooper, counsel to GUC creditor, regarding sale and potential distributions to general unsecured claims
05/20/20	S. Kulka	0.20	\$125.00	B150	A106	Committee call to update on sale closing and next steps
05/20/20	D. Laddin	0.20	\$134.00	B150	A106	Attended call with Creditors' Committee
TOTALS FOR B150: Meetings of and Communications with Creditors				Subtotal Hours		Subtotal
				1.00		\$643.00
05/01/20	S. Kulka	0.10	\$62.50	B160	A104	Review FTI April fee statement and discuss the same with Darryl Laddin
05/01/20	S. Kulka	1.10	\$687.50	B160	A103	Review and revise AGG April fee statement

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
05/01/20	S. Kulka	0.10	\$62.50	B160	A107	Emails with Debtors regarding interim compensation issues
05/01/20	D. Laddin	1.20	\$804.00	B160	A103	Reviewed and revised AGG April fee statement (1.0); finalized AGG April fee statement (.2)
05/02/20	D. Laddin	0.20	\$134.00	B160	A103	Reviewed FTI April fee statement and prepared and served fee statement
05/04/20	S. Kulka	0.10	\$62.50	B160	A107	Call with Maeghan McLoughlin regarding final fee application issues
05/04/20	D. Laddin	0.10	\$67.00	B160	A107	Correspondence regarding fee applications
05/05/20	S. Kulka	2.90	\$1,812.50	B160	A103	Draft AGG Final Fee Application (2.60); review Darryl Laddin's comments to AGG Final Fee Application and review and revise application (.30)
05/05/20	D. Laddin	0.40	\$268.00	B160	A103	Reviewed and revised AGG fee application
05/11/20	S. Kulka	0.10	\$62.50	B160	A107	Emails with Debtors regarding interim compensation issues

TOTALS FOR B160: Fee/Employment Applications	Subtotal Hours	Subtotal
	6.30	\$4,023.00

05/01/20	S. Kulka	0.10	\$62.50	B170	A104	Review Scroggins & Williamson fee statement
05/04/20	S. Kulka	0.10	\$62.50	B170	A104	Review KCC fee statement
05/04/20	D. Laddin	0.10	\$67.00	B170	A104	Reviewed KCC invoice
05/05/20	S. Kulka	0.30	\$187.50	B170	A107	Emails with Kelley Drye team, FTI team, and Darryl Laddin regarding KCC March fee statement and potential objection thereto (.20); call with Jeff Dutson regarding the same (.10)
05/05/20	D. Laddin	0.10	\$67.00	B170	A107	Correspondence regarding KCC invoice
05/06/20	S. Kulka	0.10	\$62.50	B170	A107	Emails with Debtors' counsel and management regarding KCC March fee statement
05/06/20	D. Laddin	0.10	\$67.00	B170	A107	Correspondence regarding KCC invoice

TOTALS FOR B170: Fee/Employment Objections	Subtotal Hours	Subtotal
	0.90	\$576.00

05/01/20	S. Kulka	0.10	\$62.50	B185	A104	Review NCR cure claim objection and reservation of rights
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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
05/05/20	S. Kulka	0.30	\$187.50	B185	A104	Review KRY Warner Robins Realty amended cure claim objection (.10); review KRY Warner Robins Realty objection to motion to extend time to assume or reject leases (.10); review Tenn Partners objection to motion to extend time to assume or reject leases (.10)
05/08/20	S. Kulka	0.60	\$375.00	B185	A104	Review Pruett objection to Debtors' motion to extend time to assume or reject leases (.10); review DJ Rash Realty Company, Hannah Rocks, and JMT Land Holdings objection to Debtors' motion to extend time to assume or reject leases (.10); review Watts Trust objection to Debtors' motion to extend time to assume or reject leases (.10); review Colluro Family Partner objection to Debtors' motion to extend time to assume or reject leases (.10); review Peach Willow objection to Debtors' motion to extend time to assume or reject leases (.10); review GAM Development objection to Debtors' motion to extend time to assume or reject leases (.10)
05/11/20	S. Kulka	0.20	\$125.00	B185	A104	Review Mary Ann Sage objection to motion to extend time to assume or reject leases (.10); review Buckhead 14th KB objection to motion to extend time to assume or reject leases (.10)
05/12/20	S. Kulka	1.50	\$937.50	B185	A109	Attend telephonic hearing on motion to extend deadline to assume or reject leases and exclusivity extension
05/12/20	S. Kulka	0.30	\$187.50	B185	A105	Conference with Darryl Laddin regarding results of hearing on lease extension motion (.10); further follow up conference with Darryl Laddin regarding lease extension issues (.20)
05/12/20	D. Laddin	0.30	\$201.00	B185	A105	Conference with S. Kulka regarding results of hearing on lease extension motion (.1); further follow-up conference with S. Kulka regarding lease extension issues (.2)
05/14/20	S. Kulka	0.10	\$62.50	B185	A104	Review order and notice related to motion to extend period to assume or reject leases
05/19/20	S. Kulka	0.20	\$125.00	B185	A107	Call with Debtors and purchaser regarding status of assumption and rejection of leases, and upcoming May 21 hearing
05/19/20	D. Laddin	0.10	\$67.00	B185	A107	Correspondence regarding lease hearing
05/19/20	D. Laddin	0.20	\$134.00	B185	A107	Telephone conference with J. Edwards, S. Borders, M. McLoughlin, S. Kulka regarding lease assumption and rejection and payment issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
05/21/20	S. Kulka	0.20	\$125.00	B185	A104	Review memo on status of contract assumption, modification, and rejection, and review related emails
05/21/20	S. Kulka	1.20	\$750.00	B185	A109	Attend telephonic hearing on motion to extend time period to assume or rejection leases and substantial contribution motion
05/21/20	D. Laddin	1.20	\$804.00	B185	A109	Telephonically attended assumption/rejection extension hearing and other matters
05/22/20	S. Kulka	0.50	\$312.50	B185	A104	Review Brown Objection to Supplemental Notice of Contract Parties (.10); review FCPT Objection to Supplemental Notice of Contract Parties (.10); review 182 Emerson Objection to Supplemental Notice of Contract Parties (.10); review Calluro Family Objection to Supplemental Notice of Contract Parties (.10); review Alan Watts Trust Objection to Supplemental Notice of Contract Parties (.10)
05/22/20	S. Kulka	0.10	\$62.50	B185	A107	Emails with buyer regarding designation of rights issues
05/26/20	S. Kulka	0.10	\$62.50	B185	A107	Emails with buyer's counsel regarding designation of rights issues
05/26/20	S. Kulka	0.50	\$312.50	B185	A104	Review SLM Waster supplemental cure objection (.10); review SLM Waste & Recycling Service supplemental cure objection (.20); review 1455 Lincoln supplemental cure objection (.10); review Clark Dothan supplemental cure objection (.10)
05/27/20	S. Kulka	0.40	\$250.00	B185	A104	Review order extending time to assume or reject leases (.10); review order for procedures to reject or assign leases (.10); review KRY Warner Robbins supplemental cure claim objection (.10); review Debtors' notice of rejected contracts (.10)
05/28/20	S. Kulka	0.40	\$250.00	B185	A104	Review revised order related to extension of time to assume or reject and related emails (.30); review KRY Warner Robins Realty withdrawal of cure claim objection (.10)
05/29/20	S. Kulka	0.10	\$62.50	B185	A104	Review entered version of amended order extending time to assume or reject

TOTALS FOR B185: Assumption/Rejection of Leases and Contracts

**Subtotal Hours
8.60**

**Subtotal
\$5,456.00**

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
05/01/20	S. Kulka	0.10	\$62.50	B230	A104	Review entered third stipulated cash collateral order to ensure consistency with agreement
05/07/20	S. Kulka	0.20	\$125.00	B230	A104	Review Debtors' cash collateral variance report and cash flow statement
05/07/20	D. Laddin	0.10	\$67.00	B230	A104	Reviewed cash variance report
05/12/20	S. Kulka	0.10	\$62.50	B230	A105	Conference call with Darryl Laddin regarding cash collateral issues
05/12/20	S. Kulka	0.30	\$187.50	B230	A104	Review final cash collateral order and related emails and comments
05/12/20	D. Laddin	0.30	\$201.00	B230	A107	Telephone conference with E. Wilson, M. McLoughlin regarding Final Cash Collateral Order issues
05/12/20	D. Laddin	0.20	\$134.00	B230	A103	Reviewed and commented on Final Cash Collateral Order
05/12/20	D. Laddin	0.10	\$67.00	B230	A105	Conference call with S. Kulka regarding cash collateral issues
05/13/20	S. Kulka	0.30	\$187.50	B230	A104	Review and comment on additional interim cash collateral order and review related emails
05/13/20	S. Kulka	1.10	\$687.50	B230	A107	Multiple emails with Debtors and lenders regarding revisions to final cash collateral order related to surcharge and Section 552(b) waivers, and timing of presentment of order (.30); multiple emails with Kelley Drye team and Darryl Laddin regarding the same (.30); follow up call with Maeghan McLoughlin regarding cash collateral order revisions resulting from sale hearing (.20); additional emails with Debtors, lenders, and Kelley Drye team regarding revised interim cash collateral order resulting from hearing, and Committee comments to the same (.30)
05/13/20	D. Laddin	0.10	\$67.00	B230	A103	Reviewed and commented on revised cash collateral order
05/14/20	S. Kulka	1.20	\$750.00	B230	A107	Multiple emails with Debtors and lender regarding finalizing cash collateral order (.40); multiple emails calls with Maeghan McLoughlin regarding various revisions and comments to cash collateral order (.50); emails and calls with Rob Williamson regarding final revisions to cash collateral order and sign off (.30)

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
05/14/20	S. Kulka	0.60	\$375.00	B230	A104	Review and comment on edits to cash collateral order (.30); review and comment on further revised cash collateral order (.10); review Debtor's cash collateral variance report and cash flow statement (.20)
05/14/20	D. Laddin	0.30	\$201.00	B230	A103	Reviewed additional edits to cash collateral order, and commented on same
05/14/20	D. Laddin	0.20	\$134.00	B230	A107	Correspondence regarding edits to cash collateral order
05/15/20	S. Kulka	0.10	\$62.50	B230	A104	Review 4th interim cash collateral order and notice of final hearing
05/15/20	D. Laddin	0.10	\$67.00	B230	A104	Reviewed entered cash collateral order
05/19/20	S. Kulka	0.60	\$375.00	B230	A103	Review and revise on final cash collateral order
05/20/20	S. Kulka	0.30	\$187.50	B230	A104	Review lender comments to Final Cash Collateral Order and emails with Committee team regarding the same (.20); review notice related to Final Cash Collateral Order (.10)
05/20/20	S. Kulka	0.40	\$250.00	B230	A107	Emails with Kelley Drye team and Darryl Laddin regarding Final Cash Collateral Order (.20); emails with Debtors, Lender, and Committee team regarding Final Cash Collateral Order (.20)
05/20/20	D. Laddin	0.30	\$201.00	B230	A104	Reviewed draft of Final Cash Collateral Order
05/21/20	S. Kulka	0.30	\$187.50	B230	A104	Review notice of filing Final Cash Collateral Order (.10); review Debtors' cash collateral variance report and cash flow statements (.20)

TOTALS FOR B230: Financing/Cash Collections	Subtotal Hours	Subtotal
	7.30	\$4,639.00

05/01/20	D. Laddin	0.10	\$67.00	B310	A104	Reviewed as-filed 9019 motion for settlement with lenders
05/08/20	S. Kulka	0.30	\$187.50	B310	A104	Review Debtors' motion for administrative expense claim for substantial contribution for by Krystal Acquisition, LLC , accompanying motion to expedite, and related Committee update emails
05/11/20	S. Kulka	0.20	\$125.00	B310	A104	Review order and notice on motion for substantial contribution (.10); review emails regarding factual basis for substantial contribution motion (.10)

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
05/11/20	D. Laddin	0.20	\$134.00	B310	A104	Reviewed motion to pay claim of Nashville Capital
05/12/20	S. Kulka	0.10	\$62.50	B310	A104	Review 1045 Ellis Avenue objection to substantial contribution motion
05/13/20	S. Kulka	0.10	\$62.50	B310	A107	Emails with Rob Williamson regarding Committee standing motion
05/15/20	S. Kulka	0.10	\$62.50	B310	A104	Review stipulation related to standing motion and emails with Rob Williamson regarding the same
05/18/20	S. Kulka	0.60	\$375.00	B310	A103	Draft notice of withdrawal of Committee standing motion
05/19/20	S. Kulka	0.10	\$62.50	B310	A107	Emails regarding substantial contribution motion and hearing
05/19/20	S. Kulka	0.10	\$62.50	B310	A104	Review stipulation related to GAM Development, LLC claim
05/19/20	D. Laddin	0.10	\$67.00	B310	A104	Reviewed standing motion withdrawal, and correspondence regarding same
05/22/20	S. Kulka	0.20	\$125.00	B310	A108	Emails with Chambers regarding adjournment of hearing on Committee Standing Motion
05/22/20	S. Kulka	0.10	\$62.50	B310	A107	Emails to Debtors, Lender, and Committee team regarding adjournment related to Committee standing motion
05/26/20	S. Kulka	0.30	\$187.50	B310	A109	Attend telephonic hearing on Committee standing motion
05/27/20	S. Kulka	0.10	\$62.50	B310	A104	Review order awarding substantial contribution
05/28/20	S. Kulka	0.20	\$125.00	B310	A103	Finalize notice of withdrawal of Committee Standing Motion
05/29/20	S. Kulka	0.10	\$62.50	B310	A104	Review withdrawal of Peach Willow motion for administrative expense claim
TOTALS FOR B310: Claims Administration and Objections						Subtotal Hours 3.00
						Subtotal \$1,893.00

Total Hours **39.80**

Total For Services **\$25,365.50**

Attorney and Paralegal Summary

	Hours Worked	Billed Rate	Bill Amount
Kulka, Sean C.	28.90	\$625.00	\$18,062.50
Laddin, Darryl S.	10.90	\$670.00	\$7,303.00
Total All Attorneys	39.80		\$25,365.50

<u>Expense Code</u>	<u>Description</u>	<u>Amount</u>
E108	VENDOR: Esquire Deposition Solutions LLC INVOICE#: INV1680083 DATE: 3/27/2020 Hearing Transcript	\$966.45
TOTALS FOR E108: Postage		\$966.45
POSTAGE		\$80.70
	Total Expenses	\$1,047.15

	<u>FEES</u>	<u>DISBURSEMENTS</u>	<u>TOTAL</u>
CURRENT CHARGES:	\$25,365.50	\$1,047.15	\$26,412.65
Total Balance Due:	\$25,365.50	\$1,047.15	\$26,412.65
		Total This Statement	\$26,412.65

Fee & Expense Summary

Client Name The Official Committee of
Unsecured Creditors of The Krystal Company, et al.

Matter Name The Krystal Company Bankruptcy

Account Number 37781-1

Invoice # 799737

Bill Date 06/04/20

Current Fee Total \$25,365.50

Current Expense Total.....\$1,047.15

Current Invoice Total \$ 26,412.65

Current Fee Summary Breakdown By Task Code

B110: CASE ADMINISTRATION

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	0.60	\$375.00
TOTALS FOR B110: Case Administration		0.60	\$375.00

B130: ASSET DISPOSITION

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	7.60	\$4750.00
628	Laddin, Darryl S.	4.40	\$2948.00
TOTALS FOR B130: Asset Disposition		12.00	\$7,698.00

B140: RELIEF FROM STAY/ADEQUATE PROTECTION PROCEEDINGS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	0.10	\$62.50
TOTALS FOR B140: Relief from Stay/Adequate Protection Proceedings		0.10	\$62.50

B150: MEETINGS OF AND COMMUNICATIONS WITH CREDITORS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	0.60	\$375.00
628	Laddin, Darryl S.	0.40	\$268.00
TOTALS FOR B150: Meetings of and Communications with Creditors		1.00	\$643.00

B160: FEE/EMPLOYMENT APPLICATIONS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	4.40	\$2750.00
628	Laddin, Darryl S.	1.90	\$1273.00
TOTALS FOR B160: Fee/Employment Applications		6.30	\$4,023.00

B170: FEE/EMPLOYMENT OBJECTIONS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	0.60	\$375.00
628	Laddin, Darryl S.	0.30	\$201.00
TOTALS FOR B170: Fee/Employment Objections		0.90	\$576.00

B185: ASSUMPTION/REJECTION OF LEASES AND CONTRACTS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	6.80	\$4250.00
628	Laddin, Darryl S.	1.80	\$1206.00
TOTALS FOR B185: Assumption/Rejection of Leases and Contracts		8.60	\$5,456.00

B230: FINANCING/CASH COLLECTIONS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	5.60	\$3500.00
628	Laddin, Darryl S.	1.70	\$1139.00
TOTALS FOR B230: Financing/Cash Collections		7.30	\$4,639.00

B310: CLAIMS ADMINISTRATION AND OBJECTIONS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	2.60	\$1625.00
628	Laddin, Darryl S.	0.40	\$268.00
TOTALS FOR B310: Claims Administration and Objections		3.00	\$1,893.00

Current Expense Summary Breakdown By Code

E108	Postage	1047.15
Total Expenses:		\$1,047.15



The Official Committee of Unsecured Creditors of The Krystal Company, et al. July 7, 2020
Kirk R. Carson Committee Co-Chair
11995 El Camino Real
San Diego, CA 92130
Invoice #802328
Darryl S. Laddin

For Legal Services Rendered In Connection With:

**Client/Matter #37781-1
The Krystal Company Bankruptcy**

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>	
06/10/20	S. Kulka	0.10	\$62.50	B110	A107	Emails with Debtor's counsel regarding case closing issues	
06/11/20	S. Kulka	0.20	\$125.00	B110	A107	Call with Debtors regarding case closing issues (.10); emails with Committee team regarding the same (.10)	
06/15/20	S. Kulka	0.20	\$125.00	B110	A107	Call with Maeghan McLoughlin regarding June 17 hearing and final fee application issues	
06/23/20	S. Kulka	0.20	\$125.00	B110	A104	Review April and May monthly operating report	
TOTALS FOR B110: Case Administration					Subtotal Hours	0.70	Subtotal \$437.50
04/27/20	D. Laddin	0.50	\$335.00	B130	A104	Reviewed revisions to APA and Settlement Agreement with Lenders	
TOTALS FOR B130: Asset Disposition					Subtotal Hours	0.50	Subtotal \$335.00
06/11/20	S. Kulka	0.10	\$62.50	B140	A104	Review Patrick McLean stay relief motion	
06/30/20	S. Kulka	0.10	\$62.50	B140	A104	Review Haygood stay relief consent order	
TOTALS FOR B140: Relief from Stay/Adequate Protection Proceedings					Subtotal Hours	0.20	Subtotal \$125.00

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
06/24/20	D. Laddin	0.20	\$134.00	B150	A107	Telephone conference with E. Durlacher regarding creditor inquiry concerning status of case
TOTALS FOR B150: Meetings of and Communications with Creditors				Subtotal Hours	0.20	Subtotal
						\$134.00
06/01/20	S. Kulka	0.10	\$62.50	B160	A107	Emails with Debtors regarding interim compensation issues
06/02/20	S. Kulka	0.70	\$437.50	B160	A103	Review and revise AGG May fee statement
06/02/20	S. Kulka	0.10	\$62.50	B160	A107	Emails with Debtors regarding interim compensation issues
06/02/20	S. Kulka	0.30	\$187.50	B160	A103	Review and revise AGG final fee application
06/04/20	S. Kulka	0.30	\$187.50	B160	A103	Review and revise AGG May statement
06/04/20	D. Laddin	0.20	\$134.00	B160	A103	Reviewed and edited AGG fee statement
06/08/20	S. Kulka	0.10	\$62.50	B160	A103	Finalize AGG May fee statement
06/12/20	S. Kulka	0.10	\$62.50	B160	A107	Emails with Debtors regarding interim compensation issues
06/15/20	S. Kulka	0.10	\$62.50	B160	A104	Review Kelley Drye fee statement
06/16/20	S. Kulka	0.10	\$62.50	B160	A107	Emails regarding FTI May fee statement and interim compensation issues
06/16/20	D. Laddin	0.20	\$134.00	B160	A104	Reviewed FTI fee statement, and correspondence regarding same
06/17/20	S. Kulka	0.10	\$62.50	B160	A107	Emails with Debtors regarding interim compensation issues
TOTALS FOR B160: Fee/Employment Applications				Subtotal Hours	2.40	Subtotal
						\$1,518.00
06/12/20	S. Kulka	0.10	\$62.50	B170	A104	Review Scroggins Williamson May fee statement
06/18/20	S. Kulka	0.10	\$62.50	B170	A104	Review KCC April fee statement
TOTALS FOR B170: Fee/Employment Objections				Subtotal Hours	0.20	Subtotal
						\$125.00

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
06/01/20	S. Kulka	0.10	\$62.50	B185	A104	Review Highway 522 Consent Motion to extend time to assume or reject
06/02/20	S. Kulka	0.20	\$125.00	B185	A104	Review notice of assumed and assigned contracts (.10); review revised order regarding assumption and rejection procedures (.10)
06/03/20	S. Kulka	0.10	\$62.50	B185	A104	Review supplemental assumption notice
06/10/20	S. Kulka	0.20	\$125.00	B185	A104	Review notice of rejected contracts and leases (.10); review notice of assumed and assigned contracts and leases (.10)
06/16/20	S. Kulka	0.10	\$62.50	B185	A104	Review supplemental list of assumed and assigned contracts
06/30/20	S. Kulka	0.20	\$125.00	B185	A104	Review notice of additional agreements to be rejected (.10); review notice of additional agreements to be assumed and assigned (.10)

TOTALS FOR B185: Assumption/Rejection of Leases and Contracts	Subtotal Hours 0.90	Subtotal \$562.50
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06/01/20	S. Kulka	0.20	\$125.00	B230	A107	Call with Maeghan McLoughlin regarding June 2 final cash collateral hearing and status of motion to extend time to assume or reject and designation of rights issues
06/02/20	S. Kulka	0.80	\$500.00	B230	A109	Attend final cash collateral hearing and hearing on motion to further extend time to assume or reject
06/03/20	S. Kulka	0.30	\$187.50	B230	A104	Review and comment on revised final cash collateral order and related emails
06/04/20	S. Kulka	0.10	\$62.50	B230	A107	Emails with Lender's counsel and Debtor's counsel regarding final cash collateral order
06/18/20	S. Kulka	0.10	\$62.50	B230	A104	Review order amending fee restriction in cash collateral order

TOTALS FOR B230: Financing/Cash Collections	Subtotal Hours 1.50	Subtotal \$937.50
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06/05/20	S. Kulka	0.10	\$62.50	B310	A104	Review order and notice on Colluro request for administrative expense claim
06/11/20	D. Laddin	0.10	\$67.00	B310	A104	Reviewed claim notarization issue

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
06/16/20	S. Kulka	0.10	\$62.50	B310	A104	Review withdrawal of Calluro request for administrative expense claim
06/17/20	S. Kulka	0.40	\$250.00	B310	A109	Attend hearing on various requests for administrative expense claims and related designation of rights issues
06/19/20	D. Laddin	0.20	\$134.00	B310	A107	Correspondence regarding sale and proof of claim issues

TOTALS FOR B310: Claims Administration and Objections	Subtotal Hours	Subtotal
	0.90	\$576.00

Total Hours	7.50
Total For Services	\$4,813.00

Attorney and Paralegal Summary

	Hours Worked	Billed Rate	Bill Amount
Kulka, Sean C.	6.20	\$625.00	\$3,875.00
Laddin, Darryl S.	1.40	\$670.00	\$938.00
Total All Attorneys	7.60		\$4,813.00

<u>Expense Code</u>	<u>Description</u>	<u>Amount</u>
E109	VENDOR: Petty Cash/ c/o Toussant Jackson INVOICE#: PETTYCASH-6/16/20 DATE: 6/16/2020 Traveled to U.S. Bankruptcy Court to file Application for Admission Pro Hac Vice (2)	\$3.48
E108	POSTAGE	\$11.90
	Total Expenses	\$15.38

	<u>FEES</u>	<u>DISBURSEMENTS</u>	<u>TOTAL</u>
CURRENT CHARGES:	\$4,813.00	\$15.38	\$4,828.38
Total Balance Due:	\$4,813.00	\$15.38	\$4,828.38
		Total This Statement	\$4,828.38

Fee & Expense Summary

Client Name The Official Committee of
Unsecured Creditors of The Krystal Company, et al.

Matter Name The Krystal Company Bankruptcy

Account Number 37781-1

Invoice # 802328

Bill Date 07/07/20

Current Fee Total \$4,813.00

Current Expense Total.....\$15.38

Current Invoice Total \$ 4,828.38

Current Fee Summary Breakdown By Task Code

B110: CASE ADMINISTRATION

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	0.70	\$437.50
TOTALS FOR B110: Case Administration		0.70	\$437.50

B130: ASSET DISPOSITION

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
628	Laddin, Darryl S.	0.50	\$335.00
TOTALS FOR B130: Asset Disposition		0.50	\$335.00

B140: RELIEF FROM STAY/ADEQUATE PROTECTION PROCEEDINGS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	0.20	\$125.00
TOTALS FOR B140: Relief from Stay/Adequate Protection Proceedings		0.20	\$125.00

B150: MEETINGS OF AND COMMUNICATIONS WITH CREDITORS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
628	Laddin, Darryl S.	0.20	\$134.00
TOTALS FOR B150: Meetings of and Communications with Creditors		0.20	\$134.00

B160: FEE/EMPLOYMENT APPLICATIONS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	2.00	\$1250.00
628	Laddin, Darryl S.	0.40	\$268.00
TOTALS FOR B160: Fee/Employment Applications		2.40	\$1,518.00

B170: FEE/EMPLOYMENT OBJECTIONS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	0.20	\$125.00
TOTALS FOR B170: Fee/Employment Objections		0.20	\$125.00

B185: ASSUMPTION/REJECTION OF LEASES AND CONTRACTS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	0.90	\$562.50
TOTALS FOR B185: Assumption/Rejection of Leases and Contracts		0.90	\$562.50

B230: FINANCING/CASH COLLECTIONS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	1.50	\$937.50
TOTALS FOR B230: Financing/Cash Collections		1.50	\$937.50

B310: CLAIMS ADMINISTRATION AND OBJECTIONS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	0.60	\$375.00
628	Laddin, Darryl S.	0.30	\$201.00
TOTALS FOR B310: Claims Administration and Objections		0.90	\$576.00

Current Expense Summary Breakdown By Code

E108	Postage	11.90
E109	Local travel	3.48
Total Expenses:		\$15.38



The Official Committee of Unsecured Creditors of The Krystal Company, et al. July 31, 2020
Kirk R. Carson Committee Co-Chair
11995 El Camino Real
San Diego, CA 92130
Invoice #804470
Darryl S. Laddin

For Legal Services Rendered In Connection With:

Client/Matter #37781-1
The Krystal Company Bankruptcy

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
07/07/20	S. Kulka	0.20	\$125.00	B110	A104	Review May/June monthly operating report
07/27/20	S. Kulka	0.10	\$62.50	B110	A107	Emails with Debtors' team regarding case closing issues
07/31/20	S. Kulka	0.10	\$62.50	B110	A104	Review updated master service list
07/31/20	S. Kulka	0.50	\$312.50	B110	A109	Attend hearing on motion to dismiss cases and omnibus fee application [Estimated]
07/31/20	D. Laddin	0.50	\$335.00	B110	A109	Attend hearing on motion to dismiss cases and omnibus fee application [Estimated]
TOTALS FOR B110: Case Administration				Subtotal Hours		Subtotal
				1.40		\$897.50
07/24/20	S. Kulka	0.20	\$125.00	B120	A107	Emails with Eric Wilson regarding NOL issues and back-up for analysis
TOTALS FOR B120: Asset Analysis and Recovery				Subtotal Hours		Subtotal
				0.20		\$125.00
07/02/20	S. Kulka	0.10	\$62.50	B140	A104	Review Owens stay relief motion
07/16/20	S. Kulka	0.10	\$62.50	B140	A104	Review Owens stay relief consent order
TOTALS FOR B140: Relief from Stay/Adequate Protection Proceedings				Subtotal Hours		Subtotal
				0.20		\$125.00
07/06/20	S. Kulka	0.30	\$187.50	B160	A103	Review and revise AGG June fee statement
07/06/20	D. Laddin	0.20	\$134.00	B160	A103	Reviewed and revised AGG June fee statement

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Task Code</u>	<u>Activity Code</u>	<u>Description of Services</u>
07/13/20	S. Kulka	0.10	\$62.50	B160	A104	Review Kelley Drye June fee statement
07/29/20	S. Kulka	0.10	\$62.50	B160	A107	Emails with Debtors' counsel regarding consolidated final fee applications
07/31/20	S. Kulka	0.30	\$187.50	B160	A104	Review and comment on AGG July fee statement and email with Darryl Laddin regarding finalizing AGG bills for Debtors' omnibus fee application
07/31/20	D. Laddin	0.20	\$134.00	B160	A103	Review and revise AGG July fee statement and address final close-out issues
TOTALS FOR B160: Fee/Employment Applications				Subtotal Hours	1.20	Subtotal
						\$768.00
07/08/20	S. Kulka	0.10	\$62.50	B170	A104	Review KCC May fee statement
07/14/20	S. Kulka	0.10	\$62.50	B170	A104	Review KCC fee statement
07/17/20	S. Kulka	0.10	\$62.50	B170	A104	Review KCC monthly fee statement
07/31/20	S. Kulka	0.10	\$62.50	B170	A104	Review Scroggins Williamson fee statement
TOTALS FOR B170: Fee/Employment Objections				Subtotal Hours	0.40	Subtotal
						\$250.00
07/01/20	S. Kulka	0.20	\$125.00	B185	A104	Review supplemental notice of rejection of contracts and leases (.10); review supplemental notice of assumption of contracts and leases (.10)
07/02/20	S. Kulka	0.20	\$125.00	B185	A104	Review further supplemental notice of rejected contracts (.10); review further supplemental notice of assumed contracts (.10)
07/06/20	S. Kulka	0.10	\$62.50	B185	A104	Review supplemental notice of rejection to remaining contracts
07/28/20	S. Kulka	0.20	\$125.00	B185	A107	Call with TB of Stark's and Live Oak's counsel regarding cure claim issues and sale process
TOTALS FOR B185: Assumption/Rejection of Leases and Contracts				Subtotal Hours	0.70	Subtotal
						\$437.50
						Total Hours
						4.10
						Total For Services
						\$2,603.00

Attorney and Paralegal Summary

	Hours Worked	Billed Rate	Bill Amount
Kulka, Sean C.	3.20	\$625.00	\$2,000.00
Laddin, Darryl S.	0.90	\$670.00	\$603.00
Total All Attorneys		4.10	\$2,603.00

	<u>FEES</u>	<u>DISBURSEMENTS</u>	<u>TOTAL</u>
CURRENT CHARGES:	\$2,603.00	\$0.00	\$2,603.00
Total Balance Due:	\$2,603.00	\$0.00	\$2,603.00
Total This Statement			\$2,603.00

Fee & Expense Summary

Client Name The Official Committee of
Unsecured Creditors of The Krystal Company, et al.

Matter Name The Krystal Company Bankruptcy

Account Number 37781-1

Invoice # 804470

Bill Date 07/31/20

Current Fee Total \$2,603.00

Current Expense Total.....\$0.00

Current Invoice Total\$ 2,603.00

Current Fee Summary Breakdown By Task Code

B110: CASE ADMINISTRATION

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	0.90	\$562.50
628	Laddin, Darryl S.	0.50	\$335.00
TOTALS FOR B110: Case Administration		1.40	\$897.50

B120: ASSET ANALYSIS AND RECOVERY

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	0.20	\$125.00
TOTALS FOR B120: Asset Analysis and Recovery		0.20	\$125.00

B140: RELIEF FROM STAY/ADEQUATE PROTECTION PROCEEDINGS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	0.20	\$125.00
TOTALS FOR B140: Relief from Stay/Adequate Protection Proceedings		0.20	\$125.00

B160: FEE/EMPLOYMENT APPLICATIONS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	0.80	\$500.00
628	Laddin, Darryl S.	0.40	\$268.00
TOTALS FOR B160: Fee/Employment Applications		1.20	\$768.00

B170: FEE/EMPLOYMENT OBJECTIONS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	0.40	\$250.00
TOTALS FOR B170: Fee/Employment Objections		0.40	\$250.00

B185: ASSUMPTION/REJECTION OF LEASES AND CONTRACTS

<u>Timekeeper Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Value</u>
448	Kulka, Sean C.	0.70	\$437.50
TOTALS FOR B185: Assumption/Rejection of Leases and Contracts		0.70	\$437.50

Current Expense Summary Breakdown By Code

Total Expenses:	\$0.00
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EXHIBIT D-7

Detailed Time Entries/Invoices

**First and Final Application Period
January 19, 2020 Through July 31, 2020
FTI Consulting**

**Invoice Remittance**

The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

March 13, 2020
FTI Invoice No. 7541452
FTI Job No. 474536.0001
Terms Net 30
FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

FTI Invoice #: 7541452
Current Invoice Period: Charges Posted through February 29, 2020

Professional Services.....	\$57,717.90
Expenses.....	\$1,064.36
Total Amount Due this Period.....	\$58,782.26
Total Amount Due.....	<u>\$58,782.26</u>

*Please Remit Payment To: FTI Consulting, Inc.
P.O. Box 418178
Boston, MA 02241-8178*

*Wire Payment To: Bank of America, NA
103 West 33rd Street, New York, NY 10001
Account #: 003939577164
ABA #: 026009593*

*ACH Payments To: Bank of America, NA
1455 Market Street, San Francisco, CA 94109
Account #: 003939577164
ABA #: 052001633*



The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

March 12, 2020
FTI Job No. 474536.0001
Terms Net 30
FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through February 29, 2020

EXHIBIT A
THE KRYSTAL COMPANY, ET AL. - CASE NO. 20-61065
SUMMARY OF HOURS BY PROFESSIONAL
FOR THE PERIOD FEBRUARY 13, 2020 TO FEBRUARY 29, 2020

Professional	Position	Billing Rate	Total Hours	Total Fees
Joffe, Steven	Senior Managing Director	1,125	3.8	4,275.00
Simms, Steven	Senior Managing Director	1,295	0.9	1,165.50
Zucker, Clifford	Senior Managing Director	985	44.9	44,226.50
Kuan, Michelle	Senior Consultant	660	30.2	19,932.00
Hellmund-Mora, Marili	Associate	280	3.5	980.00
SUBTOTAL			83.3	\$70,579.00
Less: 50% discount for non-working travel time				(6,448.00)
TOTAL BEFORE REDUCTIONS			83.3	\$64,131.00
Less: 10% voluntary reduction				(6,413.10)
GRAND TOTAL			83.3	\$57,717.90



Invoice Summary

The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

March 12, 2020
FTI Job No. 474536.0001
Terms Net 30
FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through February 29, 2020

EXHIBIT B
THE KRYSTAL COMPANY, ET AL. - CASE NO. 20-61065
SUMMARY OF HOURS BY TASK
FOR THE PERIOD FEBRUARY 13, 2020 TO FEBRUARY 29, 2020

Task Code	Task Description	Total Hours	Total Fees
1	Current Operating Results & Events	12.5	\$10,102.50
2	Cash & Liquidity Analysis	7.7	7,584.50
3	Financing Matters (DIP, Exit, Other)	16.6	13,166.00
5	Real Estate Issues	0.6	591.00
6	Asset Sales	7.2	6,600.00
7	Analysis of Business Plan	2.0	1,970.00
10	Analysis of Tax Issues	4.9	5,001.00
12	Analysis of SOFAs & SOALS	2.6	2,561.00
13	Analysis of Other Miscellaneous Motions	2.3	2,265.50
16	POR & DS - Analysis, Negotiation and Formulation	1.1	726.00
20	General Meeting with Debtor & Debtors' Professionals	1.3	1,280.50
21	General Meetings with Committee & Committee Counsel	5.4	4,855.00
23	Firm Retention	3.5	980.00
25	Travel Time	15.6	12,896.00
SUBTOTAL		83.3	\$70,579.00
Less: 50% discount for non-working travel time			(6,448.00)
TOTAL BEFORE REDUCTIONS		83.3	\$64,131.00
Less: 10% voluntary reduction			(6,413.10)
GRAND TOTAL		83.3	\$57,717.90



The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

Invoice Summary

March 12, 2020

FTI Job No. 474536.0001

Terms Net 30

FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through February 29, 2020

EXHIBIT C
THE KRYSTAL COMPANY, ET AL. - CASE NO. 20-61065
DETAIL OF TIME ENTRIES
FOR THE PERIOD FEBRUARY 13, 2020 TO FEBRUARY 29, 2020

Task Category	Date	Professional	Hours	Activity
1	2/14/2020	Zucker, Clifford	0.4	Review and analysis of budget/actual reporting WE 2/9.
1	2/17/2020	Kuan, Michelle	1.1	Review information flow and data room files.
1	2/17/2020	Kuan, Michelle	0.7	Catch up with Counsel re: case updates and strategy for Committee call.
1	2/17/2020	Kuan, Michelle	0.8	Prepare draft list of initial diligence requests for A&M.
1	2/17/2020	Kuan, Michelle	1.0	Participate in call with A&M to discuss case status and background.
1	2/18/2020	Kuan, Michelle	1.1	Prepare summary and slide re: budget to actual results for Committee presentation.
1	2/18/2020	Zucker, Clifford	0.5	Review comments to report to UCC on budget results and sale process.
1	2/20/2020	Zucker, Clifford	0.5	Review and analysis of cash flow reporting for WE 2/16.
1	2/24/2020	Kuan, Michelle	2.1	Participate in discussion on case and Company background with Debtors.
1	2/24/2020	Zucker, Clifford	1.5	Meet with management team on operations and business plan.
1	2/24/2020	Zucker, Clifford	0.6	Meet with A&M regarding operating results.
1	2/25/2020	Zucker, Clifford	1.0	Meet with CFO on financial statement disclosures and tax calculations.
1	2/25/2020	Zucker, Clifford	0.4	Review and provide comments to report to Committee on operations.
1	2/26/2020	Zucker, Clifford	0.8	Review and analysis of FY 13 audit financial package.
1 Total			12.5	
2	2/13/2020	Zucker, Clifford	0.6	Perform analysis of the second cash collateral budget.



The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

Invoice Summary

March 12, 2020

FTI Job No. 474536.0001

Terms Net 30

FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through February 29, 2020

EXHIBIT C
THE KRYSTAL COMPANY, ET AL. - CASE NO. 20-61065
DETAIL OF TIME ENTRIES
FOR THE PERIOD FEBRUARY 13, 2020 TO FEBRUARY 29, 2020

Task Category	Date	Professional	Hours	Activity
2	2/13/2020	Zucker, Clifford	0.5	Review and analysis of first cash collateral budget.
2	2/17/2020	Zucker, Clifford	1.5	Review and analysis of detailed cash collateral budget and support.
2	2/18/2020	Zucker, Clifford	0.9	Call with Debtors on cash collateral budget and support.
2	2/18/2020	Zucker, Clifford	0.4	Call with Flowers counsel and Counsel on budget issues.
2	2/21/2020	Zucker, Clifford	0.5	Call with Counsel on budget review.
2	2/24/2020	Zucker, Clifford	1.5	Meet with CFO and A&M on cash collateral and DIP models.
2	2/25/2020	Zucker, Clifford	1.8	Meet with A&M on budget and cash flow projections.
2 Total			7.7	
3	2/13/2020	Zucker, Clifford	0.8	Review and analysis of cash collateral motion and orders
3	2/17/2020	Zucker, Clifford	1.2	Review and analysis of detailed DIP budget and support.
3	2/18/2020	Kuan, Michelle	0.7	Discuss initial review of budget with team.
3	2/18/2020	Kuan, Michelle	1.0	Participate in call with A&M re: cash collateral and DIP budgets.
3	2/18/2020	Kuan, Michelle	1.8	Review cash collateral and DIP budgets and prepare diligence for call.
3	2/18/2020	Zucker, Clifford	0.5	Review and analysis of correspondence on DIP terms.
3	2/19/2020	Kuan, Michelle	0.9	Summarize current draft of DIP term sheet.
3	2/20/2020	Kuan, Michelle	0.4	Prepare summary of monthly professional fees.



The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

Invoice Summary

March 12, 2020

FTI Job No. 474536.0001

Terms Net 30

FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through February 29, 2020

EXHIBIT C
THE KRYSTAL COMPANY, ET AL. - CASE NO. 20-61065
DETAIL OF TIME ENTRIES
FOR THE PERIOD FEBRUARY 13, 2020 TO FEBRUARY 29, 2020

Task Category	Date	Professional	Hours	Activity
3	2/20/2020	Zucker, Clifford	0.5	Call with Webster Bank counsel on DIP loan and budget.
3	2/24/2020	Kuan, Michelle	1.8	Discuss DIP and cash collateral budgets in detail with A&M.
3	2/25/2020	Kuan, Michelle	1.9	Discuss go-forward strategy on DIP process with A&M team.
3	2/25/2020	Kuan, Michelle	0.6	Participate in call with Counsel re: catch-up on DIP strategy and cash collateral and DIP budgets.
3	2/25/2020	Zucker, Clifford	0.6	Review comments to proposal form of DIP order.
3	2/25/2020	Zucker, Clifford	0.6	Call with Counsel on DIP cash collateral issues.
3	2/25/2020	Zucker, Clifford	0.5	Review comments to proposal final cash collateral order.
3	2/27/2020	Kuan, Michelle	0.7	Review objection to cash collateral motion.
3	2/27/2020	Zucker, Clifford	0.4	Review comments to draft cash collateral objection.
3	2/27/2020	Zucker, Clifford	0.2	Call with Counsel on cash collateral and DIP issues.
3	2/28/2020	Zucker, Clifford	0.5	Review and analysis of cash collateral order comments.
3	2/28/2020	Zucker, Clifford	0.4	Meet with Counsel on DIP and cash collateral issues.
3	2/28/2020	Zucker, Clifford	0.2	Call with CRO regarding lender discussions.
3	2/29/2020	Zucker, Clifford	0.4	Meet with Counsel regarding budget review.
3 Total			16.6	
5	2/26/2020	Zucker, Clifford	0.6	Review and analysis of DIP loan comparables.



The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

Invoice Summary

March 12, 2020

FTI Job No. 474536.0001

Terms Net 30

FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through February 29, 2020

EXHIBIT C
THE KRYSTAL COMPANY, ET AL. - CASE NO. 20-61065
DETAIL OF TIME ENTRIES
FOR THE PERIOD FEBRUARY 13, 2020 TO FEBRUARY 29, 2020

Task Category	Date	Professional	Hours	Activity
5 Total			0.6	
6	2/17/2020	Kuan, Michelle	1.8	Review and summarize bid procedures for Committee presentation.
6	2/18/2020	Zucker, Clifford	0.8	Review and analysis of sale process update.
6	2/18/2020	Zucker, Clifford	0.7	Review and analysis of confidential sale memorandum.
6	2/18/2020	Zucker, Clifford	0.5	Call with IB on sale process overview.
6	2/18/2020	Zucker, Clifford	0.9	Review and analysis of bid procedures motion.
6	2/21/2020	Zucker, Clifford	0.4	Call with Counsel on bid procedures objection.
6	2/25/2020	Zucker, Clifford	1.1	Review and analysis of draft form asset purchase agreement.
6	2/25/2020	Simms, Steven	0.3	Correspondence regarding asset purchase agreement.
6	2/26/2020	Zucker, Clifford	0.7	Review and analysis of IB process update and status report.
6 Total			7.2	
7	2/24/2020	Zucker, Clifford	2.0	Meet with CFO and A&M on baseline model for business plan.
7 Total			2.0	
10	2/26/2020	Joffe, Steven	1.5	Review financial documents in preparation for call regarding tax basis and historical equity statement.
10	2/27/2020	Joffe, Steven	1.2	Review of financial documents including changes in stockholders equity.
10	2/27/2020	Joffe, Steven	1.1	Discuss tax basis and historical equity statement with the FTI tax team.



The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

Invoice Summary

March 12, 2020

FTI Job No. 474536.0001

Terms Net 30

FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through February 29, 2020

EXHIBIT C
THE KRYSTAL COMPANY, ET AL. - CASE NO. 20-61065
DETAIL OF TIME ENTRIES
FOR THE PERIOD FEBRUARY 13, 2020 TO FEBRUARY 29, 2020

Task Category	Date	Professional	Hours	Activity
10	2/27/2020	Kuan, Michelle	1.1	Discuss tax basis and historical equity statement with the FTI tax team.
10 Total			4.9	
12	2/27/2020	Zucker, Clifford	1.2	Review and analysis of statement of financial affairs.
12	2/27/2020	Zucker, Clifford	1.4	Review and analysis of schedule of assets and liabilities.
12 Total			2.6	
13	2/13/2020	Zucker, Clifford	0.7	Review the Tibus declaration.
13	2/17/2020	Zucker, Clifford	1.6	Review first day motion and orders.
13 Total			2.3	
16	2/24/2020	Kuan, Michelle	1.1	Discuss estimate for accrued and unpaid administrative expenses at end of case or sale.
16 Total			1.1	
20	2/17/2020	Zucker, Clifford	1.3	Call with CRO on case background and budget review.
20 Total			1.3	
21	2/14/2020	Zucker, Clifford	0.3	Review correspondence from counsel re: case update and budget.
21	2/17/2020	Zucker, Clifford	0.7	Call with Counsel on case issues and work plan.
21	2/19/2020	Kuan, Michelle	1.0	Participate in Committee call on general case update, budget to actual results, and bid procedures overview.
21	2/19/2020	Simms, Steven	0.6	Participate in Committee re: case update, budget to actual results, and bid procedures overview.



The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

Invoice Summary

March 12, 2020

FTI Job No. 474536.0001

Terms Net 30

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Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through February 29, 2020

EXHIBIT C
THE KRYSTAL COMPANY, ET AL. - CASE NO. 20-61065
DETAIL OF TIME ENTRIES
FOR THE PERIOD FEBRUARY 13, 2020 TO FEBRUARY 29, 2020

Task Category	Date	Professional	Hours	Activity
21	2/19/2020	Zucker, Clifford	0.7	Participate in Committee re: case update, budget to actual results, and bid procedures overview.
21	2/20/2020	Zucker, Clifford	0.3	Call with Counsel on independent director review.
21	2/25/2020	Zucker, Clifford	0.2	Review correspondence Counsel on case issues and status.
21	2/26/2020	Kuan, Michelle	1.0	Participate in Committee call regarding case update and financials.
21	2/26/2020	Zucker, Clifford	0.6	Participate on Committee call on financial and legal update.
21 Total				5.4
23	2/20/2020	Hellmund-Mora, Marili	1.7	Prepare the list of parties in interest for the conflict check in connection with the retention declaration.
23	2/24/2020	Hellmund-Mora, Marili	1.8	Prepare the Krystal retention documents.
23 Total				3.5
25	2/24/2020	Kuan, Michelle	3.8	Travel from NYC to Atlanta for meeting at Krystal corporate office.
25	2/24/2020	Zucker, Clifford	4.0	Travel from NYC to Atlanta for meeting at Krystal corporate office.
25	2/25/2020	Kuan, Michelle	3.8	Travel back to NYC from Atlanta after management meetings.
25	2/25/2020	Zucker, Clifford	4.0	Travel back to NYC from Atlanta after management meetings.
25 Total				15.6
Grand Total				83.3



Invoice Summary

The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

March 12, 2020
FTI Job No. 474536.0001
Terms Net 30
FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through February 29, 2020

EXHIBIT D
THE KRYSRAL COMPANY, ET AL. - CASE NO. 20-61065
SUMMARY OF EXPENSES
FOR THE PERIOD FEBRUARY 13, 2020 TO FEBRUARY 29, 2020

Expense Type	Amount
Airfare	\$540.05
Lodging	\$231.20
Transportation	\$251.09
Working Meals	\$42.02
Total	\$1,064.36



The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

March 12, 2020
FTI Job No. 474536.0001
Terms Net 30
FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through February 29, 2020

EXHIBIT E
THE KRYSTAL COMPANY, ET AL. - CASE NO. 20-61065
EXPENSE DETAIL
FOR THE PERIOD FEBRUARY 13, 2020 TO FEBRUARY 29, 2020

Date	Professional	Expense Type	Expense Detail	Amount
02/25/20	Zucker, Clifford	Airfare	Airfare - Coach/Economy, Clifford Zucker, EWR - ATL, 02/24/2020 - 02/25/2020. Client visit	\$540.05
Airfare Total				\$540.05
02/25/20	Zucker, Clifford	Lodging	Lodging - Clifford Zucker 02/24/2020 - 02/25/2020. Client visit - Hotel rate	231.20
Lodging Total				231.20
02/24/20	Zucker, Clifford	Transportation	Taxi - Clifford Zucker, Home - Newark Airport. Client visit	48.00
02/25/20	Zucker, Clifford	Transportation	Car Rental - Standard/Full Size, Clifford Zucker, 02/24/2020 - 02/25/2020. Client visit	122.25
02/25/20	Zucker, Clifford	Transportation	Car Rental - Gas - Clifford Zucker. Client visit	5.84
02/25/20	Zucker, Clifford	Transportation	Hotel - Parking - Clifford Zucker. Client visit	20.00
02/25/20	Zucker, Clifford	Transportation	Taxi - Clifford Zucker, Newark Airport - Home. Client visit	55.00
Transportation Total				251.09
02/24/20	Zucker, Clifford	Working Meals	Meals - Travel Related - Clifford Zucker. Client visit	23.00
02/25/20	Zucker, Clifford	Working Meals	Meals - Travel Related - Clifford Zucker. Client visit - Lunch	19.02
Working Meals Total				42.02
Grand Total				\$1,064.36

***Invoice Remittance***

The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

March 31, 2020
FTI Invoice No. 7543444
FTI Job No. 474536.0001
Terms Net 30
FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

FTI Invoice # 7543444
Current Invoice Period: Charges Posted through March 31, 2020

Professional Services.....	\$76,228.00
Less 10% Voluntary Reduction.....	<u>-\$7,622.80</u>
Net Professional Fees.....	\$68,605.20
Expenses.....	\$856.58
Total Amount Due this Period.....	\$69,461.78
Total Amount Due.....	<u>\$69,461.78</u>

Please Remit Payment To: FTI Consulting, Inc.

**P.O. Box 418178
Boston, MA 02241-8178**

**Wire Payment To: Bank of America, NA
103 West 33rd Street, New York, NY 10001
Account #: 003939577164
ABA #: 026009593**

**ACH Payments To: Bank of America, NA
1455 Market Street, San Francisco, CA 94109
Account #: 003939577164
ABA #: 052001633**



Invoice Summary

The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

March 31, 2020
FTI Invoice No. 7543444
FTI Job No. 474536.0001
Terms Net 30
FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through March 31, 2020

EXHIBIT A
THE KRYSTAL COMPANY, ET AL. - CASE NO. 20-61065
SUMMARY OF HOURS BY PROFESSIONAL
FOR THE PERIOD MARCH 1, 2020 TO MARCH 31, 2020

Professional	Position	Billing Rate	Total Hours	Total Fees
Friedland, Scott D.	Senior Managing Director	\$985	2.5	\$2,462.50
Joffe, Steven	Senior Managing Director	1,125	3.6	4,050.00
Simms, Steven	Senior Managing Director	1,295	3.2	4,144.00
Zucker, Clifford	Senior Managing Director	985	34.7	34,179.50
Hopkins, Kelsey	Senior Consultant	530	9.2	4,876.00
Kuan, Michelle	Senior Consultant	660	39.2	25,872.00
Hellmund-Mora, Marili	Associate	280	2.3	644.00
SUBTOTAL			94.7	\$76,228.00
Less: 50% discount for non-working travel time				0.00
TOTAL BEFORE REDUCTIONS			94.7	\$76,228.00
Less: 10% voluntary reduction				(7,622.80)
GRAND TOTAL			94.7	\$68,605.20



Invoice Summary

The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

March 31, 2020
FTI Invoice No. 7543444
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Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through March 31, 2020

EXHIBIT B
THE KRYSTAL COMPANY, ET AL. - CASE NO. 20-61065
SUMMARY OF HOURS BY TASK
FOR THE PERIOD MARCH 1, 2020 TO MARCH 31, 2020

Task Code	Task Description	Total Hours	Total Fees
1	Current Operating Results & Events	18.1	\$15,095.50
2	Cash & Liquidity Analysis	5.6	4,573.50
3	Financing Matters (DIP, Exit, Other)	31.5	25,564.50
6	Asset Sales	3.4	3,535.00
7	Analysis of Business Plan	1.9	1,871.50
10	Analysis of Tax Issues	20.2	15,077.50
12	Analysis of SOFAs & SOALS	5.5	3,890.00
21	General Meetings with Committee & Committee Counsel	5.0	5,184.50
24	Preparation of Fee Application	3.5	1,436.00
SUBTOTAL		94.7	\$76,228.00
Less: 50% discount for non-working travel time			0.00
TOTAL BEFORE REDUCTIONS			\$76,228.00
Less: 10% voluntary reduction			(7,622.80)
GRAND TOTAL			\$68,605.20



Invoice Summary

The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

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Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through March 31, 2020

EXHIBIT C
THE KRYSTAL COMPANY, ET AL. - CASE NO. 20-61065
DETAIL OF TIME ENTRIES
FOR THE PERIOD MARCH 1, 2020 TO MARCH 31, 2020

Task Category	Date	Professional	Hours	Activity
1	3/4/2020	Zucker, Clifford	1.3	Review and analyze 4 wall store EBITDA.
1	3/5/2020	Zucker, Clifford	0.4	Call with Counsel on work plan and budget review.
1	3/5/2020	Zucker, Clifford	0.4	Review and analysis of budget/actual reporting WE 3/1.
1	3/8/2020	Kuan, Michelle	1.7	Prepare summary of store-level financials for Committee report.
1	3/9/2020	Zucker, Clifford	0.5	Review comments to report to committee on operations.
1	3/12/2020	Zucker, Clifford	0.4	Review and analysis of budget/actual results WE 3/8.
1	3/16/2020	Kuan, Michelle	1.2	Prepare schedule of fees for current events update call.
1	3/16/2020	Zucker, Clifford	0.5	Call with counsel on operation update and case issues.
1	3/17/2020	Kuan, Michelle	0.8	Participate in status update call with A&M on current events and revised budget.
1	3/18/2020	Zucker, Clifford	0.6	Review and analysis of operating protocol due to Covid-19.
1	3/19/2020	Kuan, Michelle	1.0	Review latest week budget to actual variance report.
1	3/19/2020	Zucker, Clifford	0.5	Review and analysis of budget/actual reporting WE 3/15.
1	3/23/2020	Kuan, Michelle	0.5	Discuss current case status and next steps with Counsel.
1	3/23/2020	Zucker, Clifford	0.8	Review and analysis of debtor update on operations.

***Invoice Summary***

The Krystal Company
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Dunwoody, GA 30346

March 31, 2020
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Current Invoice Period: Charges Posted through March 31, 2020

Task Category	Date	Professional	Hours	Activity
1	3/23/2020	Zucker, Clifford	0.3	Call with Counsel on operations and budgets.
1	3/23/2020	Kuan, Michelle	1.4	Review update presentation from A&M with revised forecast and operating plan re: coronavirus impact.
1	3/24/2020	Kuan, Michelle	1.0	Prepare budget to actual variance slide for Committee report.
1	3/24/2020	Zucker, Clifford	0.4	Review comment to the report to the Committee on operations.
1	3/24/2020	Zucker, Clifford	0.3	Review and analysis of correspondence on non-payment of rent and messaging.
1	3/24/2020	Zucker, Clifford	0.6	Review and analysis of Debtors' revised report on operations.
1	3/24/2020	Zucker, Clifford	0.9	Call with Debtors on operations, revised business plan.
1	3/24/2020	Zucker, Clifford	0.6	Review and analysis of YOY comparable sales data.
1	3/25/2020	Zucker, Clifford	0.5	Participate in call with committee members on operating results and revised budget.
1	3/25/2020	Simms, Steven	0.2	Review update re: lease payments.
1	3/26/2020	Kuan, Michelle	1.0	Review latest week budget to actual variance report.
1	3/26/2020	Zucker, Clifford	0.3	Review and analysis of budget/actual reporting WE 3/22.
1 Total			18.1	
2	3/2/2020	Zucker, Clifford	0.8	Review and analysis of accrued and unpaid liabilities.
2	3/2/2020	Kuan, Michelle	1.4	Prepare draft schedule showing roll-back of estimate accrued admin priority claims.
2	3/2/2020	Kuan, Michelle	0.6	Prepare weekly breakout of professional fees in budget for counsel.
2	3/2/2020	Kuan, Michelle	0.9	Participate in discussion with FTI team re: accrued admin priority payables.

***Invoice Summary***

The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

March 31, 2020
FTI Invoice No. 7543444
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Terms Net 30
FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through March 31, 2020

Task Category	Date	Professional	Hours	Activity
2	3/4/2020	Zucker, Clifford	0.4	Review correspondence with counsel and UCC on 503(b)9 claims.
2	3/4/2020	Zucker, Clifford	0.2	Call with Counsel on 509(b)9 claims.
2	3/25/2020	Zucker, Clifford	0.4	Call with counsel on lease payments and budget.
2	3/30/2020	Zucker, Clifford	0.4	Review and analysis of control accounts and DACA information.
2	3/30/2020	Zucker, Clifford	0.5	Review comments to pro fee analysis on budget comparison.
2 Total			5.6	
3	3/1/2020	Zucker, Clifford	0.2	Participate in call with Counsel on cash collateral budget.
3	3/2/2020	Zucker, Clifford	0.7	Participate in call with Counsel on cash collateral budget and hearing preparation.
3	3/2/2020	Zucker, Clifford	0.4	Call with Debtors on cash collateral budget detail.
3	3/2/2020	Zucker, Clifford	0.9	Review and analysis of cash collateral budget.
3	3/2/2020	Zucker, Clifford	0.4	Review comments to cash collateral objection.
3	3/3/2020	Zucker, Clifford	0.6	Review and analysis of cash collateral declaration.
3	3/3/2020	Zucker, Clifford	0.4	Review and analysis of third interim cash collateral order.
3	3/3/2020	Zucker, Clifford	0.5	Review Wells objection to cash collateral.
3	3/5/2020	Zucker, Clifford	1.1	Review and analysis of cash collateral budget support.
3	3/23/2020	Zucker, Clifford	0.7	Review and analysis of draft cash collateral budget thru 5/31.
3	3/23/2020	Kuan, Michelle	2.2	Compare further revised budget to prior interim budget and prior draft.

***Invoice Summary***

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Dunwoody, GA 30346

March 31, 2020
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FTI Job No. 474536.0001
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FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through March 31, 2020

Task Category	Date	Professional	Hours	Activity
3	3/24/2020	Zucker, Clifford	0.7	Review and analysis of revised cash collateral budget.
3	3/24/2020	Kuan, Michelle	1.5	Participate in discussion with A&M re: revised interim cash collateral budget.
3	3/24/2020	Kuan, Michelle	1.3	Compile notes on and continue reviewing interim cash collateral budget.
3	3/26/2020	Zucker, Clifford	0.5	Review comments to draft cash collateral objection.
3	3/26/2020	Zucker, Clifford	0.6	Review and analysis of revised cash collateral budget.
3	3/26/2020	Kuan, Michelle	1.6	Prepare exhibit of budgeted professional fees to date.
3	3/26/2020	Kuan, Michelle	1.8	Review draft objection to interim cash collateral order and research fee amounts.
3	3/26/2020	Kuan, Michelle	1.1	Review final version of interim cash collateral budget and filing version.
3	3/27/2020	Zucker, Clifford	0.4	Review and analysis of revised stub cash collateral budget.
3	3/27/2020	Zucker, Clifford	0.3	Call with Counsel on revised budget.
3	3/27/2020	Zucker, Clifford	0.3	Call with team on budget assumptions.
3	3/27/2020	Kuan, Michelle	0.4	Participate in discussion with Counsel re: revised fee exhibit.
3	3/27/2020	Kuan, Michelle	2.1	Discuss and revise fee exhibits for counsel for draft objection to cash collateral budget.
3	3/28/2020	Zucker, Clifford	0.4	Participate in call Counsel on cash collateral budget review.
3	3/28/2020	Zucker, Clifford	0.8	Review and analysis of budget sensitivity for discussion with Counsel.
3	3/28/2020	Kuan, Michelle	1.4	Prepare revised exhibit laying out professional fees for interim cash collateral budget objection.
3	3/29/2020	Zucker, Clifford	0.4	Review comments to exhibits for Counsel objections to cash collateral.

***Invoice Summary***

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1455 Lincoln Parkway
Dunwoody, GA 30346

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Task Category	Date	Professional	Hours	Activity
3	3/29/2020	Zucker, Clifford	0.7	Participate in call with Counsel on budget comparison.
3	3/29/2020	Kuan, Michelle	1.5	Participate in call with Counsel to discuss professional fees and revise exhibit per discussion.
3	3/30/2020	Zucker, Clifford	0.5	Participate in call with Debtors on cash collateral budget.
3	3/30/2020	Zucker, Clifford	0.6	Review and analysis of 4-week cash collateral budget.
3	3/30/2020	Zucker, Clifford	0.7	Review and analysis of comparative analysis of budget revisions.
3	3/30/2020	Zucker, Clifford	0.3	Participate in call with Counsel cash collateral budget.
3	3/30/2020	Zucker, Clifford	0.4	Review comments to objection to cash collateral budget.
3	3/30/2020	Zucker, Clifford	0.3	Review comments to stipulation authorizing cash collateral use.
3	3/30/2020	Kuan, Michelle	1.2	Incorporate updates to the fee exhibit for Counsel.
3	3/31/2020	Simms, Steven	0.2	Prepare correspondence re: cash collateral objection and budget.
3	3/31/2020	Zucker, Clifford	0.2	Call with counsel on budget variance restrictions.
3	3/31/2020	Zucker, Clifford	0.3	Review comments to cash collateral objection.
3	3/31/2020	Kuan, Michelle	0.9	Review fee exhibit including correspondence from Counsel on professional fees.
3 Total			31.5	
6	3/2/2020	Zucker, Clifford	0.3	Participate in call with Counsel re: bid process.
6	3/9/2020	Zucker, Clifford	0.8	Review and analysis of data room documents.
6	3/9/2020	Zucker, Clifford	0.5	Review and analysis of marketing process update.

***Invoice Summary***

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Dunwoody, GA 30346

March 31, 2020
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FTI Job No. 474536.0001
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Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through March 31, 2020

Task Category	Date	Professional	Hours	Activity
6	3/13/2020	Simms, Steven	0.3	Participate in call with counsel re: sale and case issues.
6	3/16/2020	Zucker, Clifford	0.5	Review and analysis of sale process update.
6	3/19/2020	Simms, Steven	0.3	Call with team Regarding case items related to the sale.
6	3/23/2020	Zucker, Clifford	0.3	Review and analysis of updated market status report.
6	3/25/2020	Zucker, Clifford	0.4	Participate in call with the FTI team on sale process.
6 Total			3.4	
7	3/23/2020	Zucker, Clifford	1.0	Review and analysis of revised annual operating plan down 25%.
7	3/24/2020	Zucker, Clifford	0.9	Review and analysis of annual operating plan down 50%.
7 Total			1.9	
10	3/11/2020	Zucker, Clifford	0.6	Review and analysis of historical dividends activity.
10	3/12/2020	Zucker, Clifford	0.8	Review and analysis of historical financial results.
10	3/2/2020	Joffe, Steven	0.9	Review financials and retained earnings.
10	3/4/2020	Joffe, Steven	1.0	Discussion with the FTI team regarding purchase accounting. Review financial statements and general ledger account balances, including 2012 purchase accounting goodwill, 2013 dividend to parent and 2018 equity contribution.
10	3/4/2020	Friedland, Scott D.	0.8	Review financial statements and general ledger account balances, including 2012 purchase accounting goodwill, 2013 dividend to parent and 2018 equity contribution.
10	3/9/2020	Hopkins, Kelsey	1.9	Perform review of the 2013 financial statements.
10	3/10/2020	Friedland, Scott D.	0.8	Review and update the financial statement analysis.

***Invoice Summary***

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1455 Lincoln Parkway
Dunwoody, GA 30346

March 31, 2020
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Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through March 31, 2020

Task Category	Date	Professional	Hours	Activity
10	3/10/2020	Hopkins, Kelsey	3.9	Perform reconciliation of identifiable assets as of 3/20/2012 to Balance Sheet at 12/30/2012.
10	3/10/2020	Hopkins, Kelsey	2.6	Update identifiable assets as of 3/20/2012 to Balance Sheet at 12/30/2012 including push down accounting materials.
10	3/11/2020	Joffe, Steven	0.8	Review Tennessee corporate law w/r/t dividends and dividend history/account.
10	3/11/2020	Friedland, Scott D.	0.9	Summarize financial statement analysis of dividend payments, sources of funds, capital contributions, and purchase accounting issues.
10	3/11/2020	Hopkins, Kelsey	0.8	Participate in FTI team meeting to discuss accounting for the March 2012 acquisition and subsequent dividend payments to parents.
10	3/17/2020	Joffe, Steven	0.9	Review of stock purchase agreement and equity roll forward.
10	3/17/2020	Kuan, Michelle	2.2	Review equity rollforward provided for tax basis investigation.
10	3/25/2020	Kuan, Michelle	1.3	Research tax diligence questions and discuss with A&M.
10 Total			20.2	
12	3/4/2020	Kuan, Michelle	1.2	Review SOFA and SOALs filed by each Debtor entity.
12	3/5/2020	Kuan, Michelle	1.9	Prepare summary of SOFAs for Committee report.
12	3/9/2020	Kuan, Michelle	0.8	Research royalty payments to affiliated entity.
12	3/11/2020	Zucker, Clifford	0.8	Review comments to report to committee on SOFA/SOAL's.
12	3/12/2020	Kuan, Michelle	0.8	Revise SOFA and SOAL exhibits based on discussion.
12 Total			5.5	
21	3/12/2020	Simms, Steven	0.6	Participate in Committee call on financial update, key case items, and next steps.

***Invoice Summary***

The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

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Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through March 31, 2020

Task Category	Date	Professional	Hours	Activity
21	3/12/2020	Zucker, Clifford	0.3	Call with Counsel on issues review and UCC call prep.
21	3/12/2020	Zucker, Clifford	0.5	Participate in Committee call on financial update, key case issues, and next steps.
21	3/16/2020	Simms, Steven	0.3	Prepare correspondence re: operation update and sale process.
21	3/24/2020	Simms, Steven	0.4	Prepare correspondence re: operations update.
21	3/25/2020	Kuan, Michelle	0.4	Participate in weekly UCC professionals' pre-call.
21	3/25/2020	Kuan, Michelle	0.9	Participate in weekly UCC call re: current events and revised budget.
21	3/25/2020	Simms, Steven	0.3	Participate in call with Counsel re: lease payments and budget.
21	3/25/2020	Simms, Steven	0.6	Participate in weekly UCC call re: current events and revised budget.
21	3/25/2020	Zucker, Clifford	0.7	Participate in weekly UCC call regarding current events and revised budget.
21 Total			5.0	
24	3/4/2020	Hellmund-Mora, Marili	0.5	Generate fee estimate in connection with reporting budget.
24	3/11/2020	Kuan, Michelle	1.2	Prepare the February fee statement.
24	3/12/2020	Hellmund-Mora, Marili	1.2	Prepare the February fee application to ensure compliance with bankruptcy guidelines.
24	3/13/2020	Hellmund-Mora, Marili	0.6	Update and finalize the February fee application.
24 Total			3.5	
Grand Total			94.7	



Invoice Summary

The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

March 31, 2020
FTI Invoice No. 7543444
FTI Job No. 474536.0001
Terms Net 30
FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through March 31, 2020

EXHIBIT D

**THE KRYSTAL COMPANY, ET AL. - CASE NO. 20-61065
SUMMARY OF EXPENSES**

FOR THE PERIOD MARCH 1, 2020 TO MARCH 31, 2020

Expense Type	Amount
Airfare	\$370.76
Lodging	351.84
Transportation	88.72
Working Meals	45.26
Total	\$856.58



Invoice Summary

The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

March 31, 2020
FTI Invoice No. 7543444
FTI Job No. 474536.0001
Terms Net 30
FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through March 31, 2020

EXHIBIT E
THE KRYSTAL COMPANY, ET AL. - CASE NO. 20-61065
EXPENSE DETAIL
FOR THE PERIOD FEBRUARY 13, 2020 TO FEBRUARY 29, 2020

Date	Professional	Expense Type	Expense Detail	Amount
02/24/20	Kuan, Michelle	Airfare	Airfare - Coach - EWR - ATL, 02/24/20 - 02/25/20 (includes travel agent fee). Travel to attend Krystal Co. case meetings.	\$370.76
Airfare Total				370.76
02/24/20	Kuan, Michelle	Lodging	Hotel - 02/24/20 - 02/25/20. Hotel while traveling to attend Krystal Co. case meetings.	351.84
Lodging Total				351.84
02/24/20	Kuan, Michelle	Transportation	Taxi from home to EWR airport. Travel to attend Krystal Co. case meetings.	57.68
02/24/20	Kuan, Michelle	Transportation	Taxi from EWR airport to home. Travel to attend Krystal Co. case meetings.	31.04
Transportation Total				88.72
02/24/20	Kuan, Michelle	Working Meals	Dinner for self while traveling to attend Krystal Co. case meetings.	12.76
02/24/20	Kuan, Michelle	Working Meals	Breakfast for self while traveling to attend Krysta Co. case meetings.	8.90
03/08/20	Kuan, Michelle	Working Meals	Lunch while working at the office on the weekend on the Krystal Co. case.	23.60



Invoice Summary

The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

March 31, 2020
FTI Invoice No. 7543444
FTI Job No. 474536.0001
Terms Net 30
FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through March 31, 2020

Working Meals Total	45.26
Grand Total	\$856.58



Invoice Remittance

The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

April 30, 2020
FTI Invoice No. 7546352
FTI Job No. 474536.0001
Terms Net 30
FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

FTI Invoice #7546352
Current Invoice Period: Charges Posted through April 30, 2020

Professional Services.....	\$51,206.50
Less 10% Voluntary Reduction.....	<u>-\$5,120.65</u>
Net Professional Fees.....	\$46,085.85
Expenses.....	\$57.28
Total Amount Due this Period.....	\$46,143.13
Total Amount Due.....	<u>\$46,143.13</u>

Please Remit Payment To: FTI Consulting, Inc.
P.O. Box 418178
Boston, MA 02241-8178

Wire Payment To: Bank of America, NA
103 West 33rd Street, New York, NY 10001
Account #: 003939577164
ABA #: 026009593

ACH Payments To: Bank of America, NA
1455 Market Street, San Francisco, CA 94109
Account #: 003939577164
ABA #: 052001633



Invoice Summary

The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

April 30, 2020
FTI Invoice No. 7546352
FTI Job No. 474536.0001
Terms Net 30
FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through April 30, 2020

EXHIBIT A
THE KRYSTAL COMPANY, ET AL. - CASE NO. 20-61065
SUMMARY OF HOURS BY PROFESSIONAL
FOR THE PERIOD APRIL 1, 2020 TO APRIL 30, 2020

Professional	Position	Billing Rate	Total Hours	Total Fees
Joffe, Steven	Senior Managing Director	1,125	3.2	3,600.00
Simms, Steven	Senior Managing Director	1,295	1.7	2,201.50
Zucker, Clifford	Senior Managing Director	985	37.0	36,445.00
Kuan, Michelle	Senior Consultant	660	12.6	8,316.00
Hellmund-Mora, Marili	Associate	280	2.3	644.00
SUBTOTAL		56.8		\$51,206.50
Less: 50% discount for non-working travel time				0.00
TOTAL BEFORE REDUCTIONS		56.8		\$51,206.50
Less: 10% voluntary reduction				(5,120.65)
GRAND TOTAL		56.8		\$46,085.85



Invoice Summary

The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

April 30, 2020
FTI Invoice No. 7546352
FTI Job No. 474536.0001
Terms Net 30
FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through April 30, 2020

EXHIBIT B
THE KRYSTAL COMPANY, ET AL. - CASE NO. 20-61065
SUMMARY OF HOURS BY TASK
FOR THE PERIOD APRIL 1, 2020 TO APRIL 30, 2020

Task Code	Task Description	Total Hours	Total Fees
1	Current Operating Results & Events	4.8	\$4,143.00
2	Cash & Liquidity Analysis	7.3	6,605.50
6	Asset Sales	22.7	21,501.00
10	Analysis of Tax Issues	9.3	9,348.50
13	Analysis of Other Miscellaneous Motions	0.6	591.00
14	Analysis of Claims/Liabilities Subject to Compromise	3.5	3,183.00
21	General Meetings with Committee & Committee Counsel	5.0	4,332.50
24	Preparation of Fee Application	3.6	1,502.00
SUBTOTAL		56.8	\$51,206.50
Less: 50% discount for non-working travel time			0.00
TOTAL BEFORE REDUCTIONS			\$51,206.50
Less: 10% voluntary reduction			(5,120.65)
GRAND TOTAL			\$46,085.85



Invoice Summary

The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

April 30, 2020
FTI Invoice No. 7546352
FTI Job No. 474536.0001
Terms Net 30
FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through April 30, 2020

EXHIBIT C
THE KRYSTAL COMPANY, ET AL. - CASE NO. 20-61065
DETAIL OF TIME ENTRIES
FOR THE PERIOD APRIL 1, 2020 TO APRIL 30, 2020

Task Category	Date	Professional	Hours	Activity
1	4/2/2020	Zucker, Clifford	0.3	Review and analysis of budget to actual results WE 3/29.
1	4/7/2020	Zucker, Clifford	0.4	Review and provide comments to the report to UCC on budget to actual results.
1	4/7/2020	Zucker, Clifford	0.3	Review and analysis of Counsel correspondence to Committee re: current case updates.
1	4/9/2020	Zucker, Clifford	0.4	Review and analysis of budget to actual results WE 4/5.
1	4/14/2020	Zucker, Clifford	0.4	Review comments to report to Committee on operations.
1	4/14/2020	Kuan, Michelle	1.4	Prepare Committee report on budget to actual results and new interim cash collateral budget.
1	4/16/2020	Zucker, Clifford	0.4	Review and analysis of budget to actual results WE 4/12.
1	4/23/2020	Zucker, Clifford	0.4	Perform analysis of the budget to actual results WE 4/19.
1	4/23/2020	Kuan, Michelle	0.4	Review budget to actual results for most recent week.
1	4/30/2020	Zucker, Clifford	0.4	Review and analysis of budget to actual operating results WE 4/26.
1 Total			4.8	

***Invoice Summary***

The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

April 30, 2020
FTI Invoice No. 7546352
FTI Job No. 474536.0001
Terms Net 30
FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through April 30, 2020

Task Category	Date	Professional	Hours	Activity
2	4/1/2020	Zucker, Clifford	0.2	Review comments to revised cash collateral order and correspondence.
2	4/1/2020	Zucker, Clifford	0.3	Review and analysis of revised two week cash collateral budget.
2	4/13/2020	Zucker, Clifford	0.7	Review and analysis of cash collateral budget through WE 5/17.
2	4/13/2020	Kuan, Michelle	0.9	Review 5th interim cash collateral budget.
2	4/14/2020	Zucker, Clifford	0.5	Review and analysis of revised stub cash collateral budget.
2	4/14/2020	Zucker, Clifford	0.3	Call with CRO on cash collateral budget.
2	4/14/2020	Kuan, Michelle	0.9	Review new interim cash collateral budget.
2	4/20/2020	Zucker, Clifford	0.3	Call with CRO on accrued and unpaid liabilities schedule.
2	4/20/2020	Zucker, Clifford	0.7	Review and analysis of draft accrued and unpaid liabilities schedule.
2	4/28/2020	Zucker, Clifford	0.8	Review and analysis of cash budget and support.
2	4/28/2020	Zucker, Clifford	0.7	Review and analysis of new interim cash collateral budget.
2	4/29/2020	Zucker, Clifford	0.4	Review and analysis of revised cash collateral budget.
2	4/30/2020	Zucker, Clifford	0.3	Review and analysis of cash collateral stipulation.

***Invoice Summary***

The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

April 30, 2020
FTI Invoice No. 7546352
FTI Job No. 474536.0001
Terms Net 30
FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through April 30, 2020

Task Category	Date	Professional	Hours	Activity
2	4/30/2020	Zucker, Clifford	0.3	Review and analysis of revised cash collateral budget
2 Total			7.3	
6	4/3/2020	Zucker, Clifford	0.2	Call with Piper on status of sale process.
6	4/14/2020	Zucker, Clifford	0.3	Call with Piper on sale process update.
6	4/15/2020	Zucker, Clifford	0.3	Call with Counsel on sale update and operations.
6	4/17/2020	Zucker, Clifford	0.4	Call with Committee member on operations and sale process.
6	4/19/2020	Kuan, Michelle	1.0	Review assumed liability amounts laid out in APA to compare to schedule of admin and priority claims.
6	4/20/2020	Zucker, Clifford	0.5	Call with Counsel to discuss APA report to Committee.
6	4/20/2020	Zucker, Clifford	0.6	Call with Counsel on draft APA.
6	4/20/2020	Zucker, Clifford	0.6	Review and compare assumed liabilities schedule to APA provisions.
6	4/20/2020	Zucker, Clifford	0.3	Call with Debtors and Counsel on APA issues.
6	4/20/2020	Zucker, Clifford	0.4	Call with Piper on APA deal terms.
6	4/20/2020	Zucker, Clifford	0.8	Review and analysis of TKC APA.


Invoice Summary

The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

April 30, 2020
FTI Invoice No. 7546352
FTI Job No. 474536.0001
Terms Net 30
FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through April 30, 2020

Task Category	Date	Professional	Hours	Activity
6	4/20/2020	Zucker, Clifford	0.2	Call with investment banker on proposed buyer background.
6	4/20/2020	Kuan, Michelle	0.5	Participate in call with counsel and Debtor advisors to discuss APA.
6	4/20/2020	Kuan, Michelle	0.9	Compare updated assumed liabilities schedule to APA language.
6	4/20/2020	Kuan, Michelle	0.4	Participate in discussion with counsel re: APA open issues.
6	4/21/2020	Zucker, Clifford	0.2	Call with Committee member on proposed buyer.
6	4/21/2020	Zucker, Clifford	0.5	Review and analysis of revised TKC APA.
6	4/21/2020	Zucker, Clifford	0.8	Review and analysis of TKC APA schedules.
6	4/22/2020	Zucker, Clifford	0.6	Review and analysis of stalking horse motion.
6	4/23/2020	Zucker, Clifford	0.4	Review lease renegotiation letter and process as part of sale update.
6	4/24/2020	Simms, Steven	0.4	Review correspondence re: deal issues and sale process.
6	4/24/2020	Zucker, Clifford	0.4	Review comments to bid protection objections.
6	4/27/2020	Kuan, Michelle	0.7	Participate in call with Debtor FA to discuss assumed liabilities schedule.
6	4/27/2020	Zucker, Clifford	0.7	Call with company on potential assumed liabilities and cases


Invoice Summary

The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

April 30, 2020
FTI Invoice No. 7546352
FTI Job No. 474536.0001
Terms Net 30
FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through April 30, 2020

Task Category	Date	Professional	Hours	Activity
6	4/27/2020	Zucker, Clifford	0.5	Call with Piper on stalking horse discussions and process
6	4/27/2020	Zucker, Clifford	0.4	Call with counsel on assumed liabilities.
6	4/27/2020	Zucker, Clifford	0.6	Review comments to proposed settlement agreement.
6	4/27/2020	Zucker, Clifford	0.2	Call with counsel on buyer offer.
6	4/27/2020	Zucker, Clifford	1.1	Review comments to stalking horse APA and credit bid APA.
6	4/27/2020	Zucker, Clifford	0.4	Call with counsel on bidders and APA provisions.
6	4/28/2020	Zucker, Clifford	0.2	Call with counsel on settlement agreement.
6	4/28/2020	Zucker, Clifford	0.9	Review and analysis of draft credit bid APA schedules.
6	4/28/2020	Zucker, Clifford	0.6	Call with CRO on sale schedules and admin expenses.
6	4/28/2020	Zucker, Clifford	0.3	Review correspondence with committee on proposed sale.
6	4/28/2020	Zucker, Clifford	0.4	Review comments to revised settlement agreement.
6	4/28/2020	Zucker, Clifford	0.3	Review comments to Exhibit A to settlement agreement.
6	4/28/2020	Zucker, Clifford	0.2	Call with counsel on bid terms.


Invoice Summary

The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

April 30, 2020
FTI Invoice No. 7546352
FTI Job No. 474536.0001
Terms Net 30
FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through April 30, 2020

Task Category	Date	Professional	Hours	Activity
6	4/28/2020	Zucker, Clifford	1.0	Review and analysis of draft assumed liabilities schedule and support.
6	4/28/2020	Zucker, Clifford	0.7	Review comment to revised credit bid APA.
6	4/28/2020	Zucker, Clifford	0.4	Call with S. Simms on APA and sale update.
6	4/28/2020	Simms, Steven	0.5	Participate in call with Counsel on sale process update.
6	4/29/2020	Zucker, Clifford	0.4	Review and analysis of revised settlement agreement.
6	4/29/2020	Zucker, Clifford	0.3	Call with counsel on credit bid and UCC update.
6	4/29/2020	Zucker, Clifford	0.5	Review and analysis of revisions to APA.
6	4/29/2020	Zucker, Clifford	0.7	Review and analysis of revised APA schedules.
6 Total			22.7	
10	4/3/2020	Joffe, Steven	0.5	Review FYE 2017 tax return.
10	4/6/2020	Kuan, Michelle	0.8	Discuss tax follow-ups and NOL claims with the FTI team.
10	4/6/2020	Zucker, Clifford	0.4	Participate in call with and Counsel on NOL claims.
10	4/6/2020	Zucker, Clifford	0.6	Review and analysis of NOL claims analysis.

***Invoice Summary***

The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

April 30, 2020
FTI Invoice No. 7546352
FTI Job No. 474536.0001
Terms Net 30
FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through April 30, 2020

Task Category	Date	Professional	Hours	Activity
10	4/7/2020	Zucker, Clifford	0.5	Review and analysis of Counsel tax refund research.
10	4/7/2020	Zucker, Clifford	0.8	Call with Debtors and Counsel on NOL activity and uses.
10	4/7/2020	Zucker, Clifford	0.2	Call with Counsel on NOL analysis and Debtors' discussions.
10	4/10/2020	Joffe, Steven	2.0	Perform review of tax returns for past 2 years.
10	4/10/2020	Joffe, Steven	0.2	Participate in call with FTI team re: tax carry backs.
10	4/10/2020	Zucker, Clifford	0.2	Call with CRO on tax liabilities.
10	4/10/2020	Zucker, Clifford	0.2	Call with the FTI team on tax carry backs.
10	4/10/2020	Zucker, Clifford	0.4	Call with Debtors and Counsel on NOLs.
10	4/10/2020	Zucker, Clifford	0.7	Review and analysis of NOL carry back analysis.
10	4/15/2020	Joffe, Steven	0.5	Prepare for and participate in call with FTI team re: tax treatment of carryback and sale.
10	4/15/2020	Zucker, Clifford	0.3	Review and analysis of correspondence on NOLs.
10	4/15/2020	Zucker, Clifford	0.3	Call with the FTI team on tax treatment of carryback and sale.



Invoice Summary

The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

April 30, 2020
FTI Invoice No. 7546352
FTI Job No. 474536.0001
Terms Net 30
FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through April 30, 2020

Task Category	Date	Professional	Hours	Activity
10	4/15/2020	Zucker, Clifford	0.7	Review and analysis of 2019 estimated tax loss.
10 Total				9.3
13	4/16/2020	Zucker, Clifford	0.6	Review comments to UCC motion for standing.
13 Total				0.6
14	4/1/2020	Zucker, Clifford	0.5	Review correspondence from Counsel on hearing and lien memo.
14	4/2/2020	Kuan, Michelle	1.1	Review claims register and filed statements to estimate GUC pool size.
14	4/2/2020	Simms, Steven	0.3	Review updates re: claims register and pool.
14	4/2/2020	Zucker, Clifford	0.7	Review and analysis of claims register and classification analysis.
14	4/27/2020	Zucker, Clifford	0.4	Review and analysis of pension plan termination motion.
14	4/30/2020	Zucker, Clifford	0.5	Review and analysis of 503(b)9 claims register.
14 Total				3.5


Invoice Summary

The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

April 30, 2020
FTI Invoice No. 7546352
FTI Job No. 474536.0001
Terms Net 30
FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through April 30, 2020

Task Category	Date	Professional	Hours	Activity
21	4/15/2020	Zucker, Clifford	0.4	Committee call on financial and legal update.
21	4/21/2020	Zucker, Clifford	0.6	Committee call on financial and legal update on sale process.
21	4/21/2020	Kuan, Michelle	0.6	Participate on Committee call re: APA and other sale process documentation.
21	4/27/2020	Kuan, Michelle	0.4	Participate in Committee professionals' pre-call to prepare for Committee call re: sale process.
21	4/27/2020	Kuan, Michelle	0.7	Participate in Committee call re: sale process updates.
21	4/27/2020	Zucker, Clifford	0.6	Committee call on financial and legal update re: sales process.
21	4/29/2020	Kuan, Michelle	0.6	Participate in Committee professionals pre-call and Committee call re: sale process updates.
21	4/29/2020	Zucker, Clifford	0.6	Committee call on financial and legal update re: sales process.
21	4/29/2020	Simms, Steven	0.5	Participate in Committee call re: sale and case issues.
21 Total				5.0
24	4/1/2020	Hellmund-Mora, Marili	1.4	Prepare March fee application to ensure compliance with bankruptcy guidelines.
24	4/2/2020	Hellmund-Mora, Marili	0.9	Update and finalize the March fee application.



Invoice Summary

The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

April 30, 2020
FTI Invoice No. 7546352
FTI Job No. 474536.0001
Terms Net 30
FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through April 30, 2020

Task Category	Date	Professional	Hours	Activity
24	4/2/2020	Kuan, Michelle	1.3	Incorporate updates to the March fee application.
24 Total				3.6
Grand Total				56.8



Invoice Summary

The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

April 30, 2020
FTI Invoice No. 7546352
FTI Job No. 474536.0001
Terms Net 30
FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through April 30, 2020

EXHIBIT D

THE KRYSTAL COMPANY, ET AL. - CASE NO. 20-61065
SUMMARY OF EXPENSES
FOR THE PERIOD APRIL 1, 2020 TO APRIL 30, 2020

Expense Type	Amount
Working Meals	\$57.28
Total	\$57.28



Invoice Summary

The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

April 30, 2020
FTI Invoice No. 7546352
FTI Job No. 474536.0001
Terms Net 30
FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through April 30, 2020

EXHIBIT E
THE KRYSTAL COMPANY, ET AL. - CASE NO. 20-61065
EXPENSE DETAIL
FOR THE PERIOD APRIL 1, 2020 TO APRIL 30, 2020

Date	Professional	Expense Type	Expense Detail	Amount
03/04/20	Joffe, Steven	Working Meals	Working lunch for self and S. Friedland on Krystal case.	\$57.28
Working Meals Total				\$57.28
Grand Total				\$57.28

***Invoice Remittance***

The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

June 16, 2020
FTI Invoice No. 7550426
FTI Job No. 474536.0001
Terms Net 30
FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

FTI Invoice #7550426

Current Invoice Period: Charges Posted through May 31, 2020

Professional Services.....	\$11,610.00
Less 10% Voluntary Reduction.....	<u>-\$1,161.00</u>
Net Professional Fees.....	\$10,449.00
Expenses.....	\$0.00
Total Amount Due this Period.....	\$10,449.00
Total Amount Due.....	<u>\$10,449.00</u>

Please Remit Payment To: FTI Consulting, Inc.

***P.O. Box 418178
Boston, MA 02241-8178***

***Wire Payment To: Bank of America, NA
103 West 33rd Street, New York, NY 10001
Account #: 003939577164
ABA #: 026009593***

***ACH Payments To: Bank of America, NA
1455 Market Street, San Francisco, CA 94109
Account #: 003939577164
ABA #: 052001633***



Invoice Summary

The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

June 16, 2020
FTI Invoice No. 7550426
FTI Job No. 474536.0001
Terms Net 30
FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through May 31, 2020

EXHIBIT A
THE KRYSTAL COMPANY, ET AL. - CASE NO. 20-61065
SUMMARY OF HOURS BY PROFESSIONAL
FOR THE PERIOD MAY 1, 2020 TO MAY 31, 2020

Professional	Position	Billing Rate	Total Hours	Total Fees
Zucker, Clifford	Senior Managing Director	\$985	10.4	10,244.00
Kuan, Michelle	Senior Consultant	660	1.9	1,254.00
Hellmund-Mora, Marili	Associate	280	0.4	112.00
SUBTOTAL			12.7	\$11,610.00
Less: 50% discount for non-working travel time				0.00
TOTAL BEFORE REDUCTIONS			13.1	\$11,610.00
Less: 10% voluntary reduction				(1,161.00)
GRAND TOTAL			12.7	\$10,449.00



Invoice Summary

The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

June 16, 2020
FTI Invoice No. 7550426
FTI Job No. 474536.0001
Terms Net 30
FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through May 31, 2020

EXHIBIT B
THE KRYSTAL COMPANY, ET AL. - CASE NO. 20-61065
SUMMARY OF HOURS BY TASK
FOR THE PERIOD MAY 1, 2020 TO MAY 31, 2020

Task Code	Task Description	Total Hours	Total Fees
1	Current Operating Results & Events	1.7	\$1,674.50
2	Cash & Liquidity Analysis	4.0	3,940.00
6	Asset Sales	3.9	3,841.50
21	General Meetings with Committee & Committee Counsel	1.3	1,118.00
24	Preparation of Fee Application	1.8	1,036.00
GRAND TOTAL		12.7	\$11,610.00
Less: 50% discount for non-working travel time		0.0	0.00
TOTAL BEFORE REDUCTIONS			\$11,610.00
Less: 10% voluntary reduction			(1,161.00)
GRAND TOTAL			\$10,449.00



Invoice Summary

The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

June 16, 2020
FTI Invoice No. 7550426
FTI Job No. 474536.0001
Terms Net 30
FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through May 31, 2020

EXHIBIT C
THE KRYSTAL COMPANY, ET AL. - CASE NO. 20-61065
DETAIL OF TIME ENTRIES
FOR THE PERIOD MAY 1, 2020 TO MAY 31, 2020

Task Category	Date	Professional	Hours	Activity
1	5/7/2020	Zucker, Clifford	0.5	Review and analysis of budget/actual results WE 5/3.
1	5/14/2020	Zucker, Clifford	0.4	Review and analysis of budget/actual results WE 5/10.
1	5/19/2020	Zucker, Clifford	0.4	Review and analysis of budget/actual results WE 5/10.
1	5/21/2020	Zucker, Clifford	0.4	Review and analysis of budget/actual reporting WE 5/19 and cash.
1 Total				1.7
2	5/5/2020	Zucker, Clifford	0.5	Review correspondence from Debtors on admin costs.
2	5/6/2020	Zucker, Clifford	0.3	Call with Counsel on administrative expenses.
2	5/13/2020	Zucker, Clifford	0.3	Call with Counsel on amendment to cash collateral.
2	5/13/2020	Zucker, Clifford	0.5	Review and analysis of cash projection for sale closing.
2	5/19/2020	Zucker, Clifford	0.5	Review and analysis of wind down funding to settlement agreement.
2	5/19/2020	Zucker, Clifford	0.4	Review and analysis of final cash collateral motion.



Invoice Summary

The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

June 16, 2020
FTI Invoice No. 7550426
FTI Job No. 474536.0001
Terms Net 30
FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through May 31, 2020

Task Category	Date	Professional	Hours	Activity
2	5/26/2020	Zucker, Clifford	0.8	Review and analysis of closing designation rights assets.
2	5/27/2020	Zucker, Clifford	0.7	Review and analysis of contract and lease rejections.
2 Total			4.0	
6	5/6/2020	Zucker, Clifford	0.4	Call with CRO on sale closing process and budget.
6	5/6/2020	Zucker, Clifford	0.8	Review and analysis of amended credit bid.
6	5/6/2020	Zucker, Clifford	0.6	Review and analysis of adequate assurance information on buyers.
6	5/11/2020	Zucker, Clifford	0.4	Review and analysis of reimbursement motion and budget.
6	5/12/2020	Zucker, Clifford	0.6	Review and analysis of revised cure costs analysis.
6	5/12/2020	Zucker, Clifford	0.4	Participate in call with Debtors on sale closing.
6	5/15/2020	Zucker, Clifford	0.4	Call with Debtors on sale transition issues.
6	5/20/2020	Zucker, Clifford	0.3	Review of Counsel correspondence to UCC on closing and wind-down timeline.
6 Total			3.9	



Invoice Summary

The Krystal Company
1455 Lincoln Parkway
Dunwoody, GA 30346

June 16, 2020
FTI Invoice No. 7550426
FTI Job No. 474536.0001
Terms Net 30
FEDERAL I.D. NO. 52-1261113

Re: The Krystal Co. - UCC - 20

Current Invoice Period: Charges Posted through May 31, 2020

Task Category	Date	Professional	Hours	Activity
21	5/5/2020	Zucker, Clifford	0.3	Review and analysis of UCC update memo from Counsel.
21	5/11/2020	Zucker, Clifford	0.3	Review correspondence with Committee re: case update and key issues..
21	5/20/2020	Kuan, Michelle	0.5	Participate in weekly Committee call re: wind down updates and operational results..
21	5/20/2020	Zucker, Clifford	0.2	Weekly Committee call on financial and legal updates.
21 Total				1.3
24	5/1/2020	Hellmund-Mora, Marili	0.4	Prepare the April fee application to ensure compliance with bankruptcy guidelines.
24	5/1/2020	Kuan, Michelle	1.4	Prepare April fee statement and exhibits.
24 Total				1.8
Grand Total				12.7

EXHIBIT E

Proposed Order

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION**

In re:)	Chapter 11
)	
THE KRYSTAL COMPANY, <i>et al.</i> , ¹)	Case No. 20-61065 (PWB)
)	
)	
Debtors.)	(Jointly Administered)
)	

**ORDER GRANTING CONSOLIDATED
FIRST AND FINAL APPLICATION FOR ALLOWANCE OF FEES
AND REIMBURSEMENT OF EXPENSES**

Upon consideration of the *Consolidated First and Final Fee Application for Allowance of Fees and Reimbursement of Expenses* [Docket No. __] (the “Application”) filed by the Case Professionals retained in the above-captioned chapter 11 cases seeking, in connection therewith, allowance and authorizing payment of final compensation and reimbursement of fees and expenses for Compensation Period; and this Court having jurisdiction over this matter pursuant

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: The Krystal Company (4140); Krystal Holdings, Inc. (5381); and K-Square Acquisition Co., LLC (8916). The location of the Debtors’ corporate headquarters and service address is: 1455 Lincoln Parkway, Suite 600, Dunwoody, Georgia 30346.

to 28 U.S.C. §§ 157 and 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and that this Court may enter a final order (this “Order”) consistent with Article III of the United States Constitution; and this Court having found that venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that adequate notice of the Application was provided under the circumstances; and this Court having reviewed the Application and the amounts set forth on Exhibit A; and this Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor; it is

HEREBY ORDERED THAT:

1. The Application is GRANTED to the extent set forth herein.
2. Final allowance shall be made to each Case Professional in the sums set forth on Exhibit A attached hereto as compensation for necessary and reasonable professional services rendered and for reimbursement of actual and necessary costs and expenses incurred during the Compensation Period.
3. Necessary and reasonable fees for professional services rendered and actual and necessary costs and expenses incurred by the Case Professionals for the periods following July 31, 2020 shall be paid in accordance with the Wind Down Budget.
4. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.
5. Counsel for the Debtors is directed to serve a copy of this Order on the parties that received service of the Application within three (3) days of the entry of this Order and to file a certificate of service with the Clerk of Court.

END OF ORDER

Prepared and presented by:

/s/ Sarah R. Borders

Sarah R. Borders

Georgia Bar No. 610649

Jeffrey R. Dutson

Georgia Bar No. 637106

Leia Clement Shermohammed

Georgia Bar No. 972711

KING & SPALDING LLP

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Email: jdutson@kslaw.com

Email: lsheirmohammed@kslaw.com

Counsel for the Debtors in Possession

Exhibit A

(1) Applicant	(2) Fee Period	(3) Docket Number of Application	(4) Fees Requested for the Fee Period	(5) Fees Allowed for the Fee Period	(6) Expenses Requested for the Fee Period	(7) Expenses Allowed for the Fee Period	(8) Fees & Expenses Previously Paid	(9) Fees & Expenses to be Paid
King & Spalding LLP	January 19, 2020 Through July 31, 2020		\$1,533,613.50	\$1,533,613.50	\$8,886.80	\$8,886.80	\$1,542,500.30	\$0
Scroggins & Williamson, P.C.	January 19, 2020 Through July 31, 2020		\$258,800.00	\$258,800.00	\$388.22	\$388.22	\$259,188.22	\$0
Alvarez & Marsal	January 19, 2020 Through July 31, 2020		\$2,248,270.00	\$2,248,270.00	\$16,314.90	\$16,314.90	\$2,264,584.90	\$0
Piper Sandler & Co.	January 19, 2020 Through July 31, 2020		\$1,732,500.00	\$1,732,500.00	\$8,064.03	\$8,064.03	\$1,740,564.03	\$0
Kelley Drye & Warren LLP	January 19, 2020 Through July 31, 2020		\$545,266.35	\$545,266.35	\$3049.68	\$3049.68	\$548,316.03	\$0
Arnall Golden Gregory LLP	January 19, 2020 Through July 31, 2020		\$171,381.00	\$171,381.00	\$1,432.15	\$1,432.15	\$172,813.15	\$0
FTI Consulting	January 19, 2020 Through July 31, 2020		\$182,857.95	\$182,857.95	\$1,978.22	\$1,978.22	\$184,836.17	\$0

EXHIBIT F

Piper Sandler Engagement Letter



CONFIDENTIAL

December 21, 2019

The Krystal Company
1455 Lincoln Pkwy, Suite 600
Dunwoody, GA 30346
Attn: Jon Tibus

Re: Engagement Letter

Ladies and Gentlemen:

This letter agreement (the “**Agreement**”) confirms the terms under which The Krystal Company (the “**Company**” or “**you**”) has engaged Piper Jaffray & Co. (“**Piper Jaffray**”, “**we**” or “**us**”) as your exclusive financial advisor. For purposes hereof, the term “Company” includes subsidiaries of the Company and any entity that the Company or its subsidiaries may form or invest in and shall also include any successor to or assignee of all or any substantial portion of the assets and/or businesses of the Company. The matters referred to in this Agreement constitute our “**Engagement**”. This Agreement shall be effective as of December 21, 2019.

I. SERVICES TO BE RENDERED.

The financial advisory services to be provided by Piper Jaffray shall include the following:

General Financial Advisory and Investment Banking Services. To the extent requested by the Company, we shall:

- (a) Familiarize ourselves with the business, operations, properties, financial condition and prospects of the Company;
- (b) Review the Company’s financial condition and outlook;
- (c) Assist you in your development of financial data;
- (d) Present to the Company’s Board of Directors, creditors, as you request;
- (e) Analyze the Company’s financial liquidity and evaluate alternatives to improve such liquidity;
- (f) Evaluate the Company’s debt capacity and alternative capital structures;
- (g) Participate in negotiations among the Company and its creditors, suppliers, lessors and other interested parties with respect to any of the transactions contemplated by this Agreement; and
- (h) Provide such other advisory services as are customarily provided in connection with the analysis and negotiation of any of the transactions contemplated by this Agreement, as requested and mutually agreed.

Sale Services. We shall:

(a) Provide financial advice to the Company in structuring, evaluating and effecting a value-maximizing Sale (as defined below), identify potential purchasers and, at the Company's request, contact and solicit potential purchasers;

(b) Assist in arranging and executing a Sale, including identifying potential purchasers or parties in interest, assisting in the due diligence process, assisting in the review of letters of intent and the selection of a stalking horse bidder, conducting the auction, if any, and negotiating the terms of any proposed Sale; and

(c) Appear in court and testifying in any Court proceeding related to the Sale.

For purposes of this Agreement, the term "**Sale**" shall mean the disposition in one or a series of related transactions of all or substantially all of the assets or businesses of the Company or its subsidiaries.

Restructuring Services. To the extent requested by the Company, we shall:

(a) Analyze various Restructuring (as defined below) scenarios and the potential impact of these scenarios on the value of the Company and recoveries of stakeholders;

(b) Provide strategic advice with regard to restructuring or refinancing the Company's obligations;

(c) Provide financial advice and assistance to the Company in developing a Restructuring;

(d) In connection therewith, provide financial advice and assistance to the Company in structuring any new securities to be issued under a Restructuring; and

(e) Assist the Company and/or participate in negotiations with entities or groups affected by the Restructuring.

For purposes of this Agreement, the term "**Restructuring**" means any recapitalization, modification, restructuring or reorganization (whether or not pursuant to chapter 11 ("**Chapter 11**") of the title 11 of the United State Code (the "**Bankruptcy Code**")) of the Company's equity and/or debt securities and/or other indebtedness, obligations or liabilities (including partnership interests, lease obligations, trade credit facilities (but for the avoidance of doubt, not the negotiation by the Company of adjustments of bills from vendors in the ordinary course) and/or contract or tort obligations) (collectively, the "**Obligations**"), including pursuant to any repurchase, exchange, conversion, cancellation, forgiveness, retirement, plan, solicitation of consents, waivers, acceptances, authorizations and/or a modification or amendment to the terms, conditions or covenants thereof (provided such terms, condition or covenants are amended for a period exceeding twelve months); provided that a Restructuring does not include a Sale.

Generally. Notwithstanding anything contained in this Agreement to the contrary, we shall have no responsibility for designing or implementing any initiatives to improve the Company's administration, organization, operations, profitability, cash management or liquidity, or to provide any fairness, valuation, or solvency opinions or to make any independent evaluation or appraisal of any assets or liabilities of the Company or any other party; provided, for the avoidance of doubt, we will, to the extent requested, provide the services described in Section 1(d) in "**General Financial Advisory and Investment Banking Services.**" We make no representations or warranties about the Company's ability to (i) successfully improve its operations, or (ii) maintain or secure sufficient liquidity to operate its business, or (iii) successfully complete a Restructuring. We are retained under this Agreement solely to provide advice and services regarding the

transactions contemplated by this Agreement. Our Engagement does not encompass providing “crisis management” and business consulting services to the Company.

The advisory services and compensation arrangements set forth in this Agreement do not encompass other investment banking services or transactions that may be undertaken by us at the written request of the Company, or any other specific services not set forth in this Agreement. The terms and conditions of such investment banking services, including compensation and arrangements, would be set forth in a separate written agreement between us and the Company.

2. COMPENSATION

As compensation for our services, the Company agrees to pay us in cash, by wire transfer of immediately available funds when due, the following fees (individually or collectively, “**Fees**”):

- (a) a monthly financial advisory fee (“**Monthly Fee**”) of \$75,000 for each month of the Engagement, with the first Monthly Fee due and payable on the date hereof, and each subsequent Monthly Fee due and payable in advance of each subsequent calendar month commencing on January 20, 2020; with one-half of each Monthly Fee being credited against any Sale Fee earned hereunder; plus
- (b) a Restructuring fee (“**Restructuring Fee**”) in the amount of \$1,250,000, payable promptly upon consummation of a Restructuring;
- (c) a Sale fee (“**Sale Fee**”) equal to four percent (4.0%) of the Transaction Value of a Sale, payable promptly upon consummation of such Sale.

The minimum fee under (b) or (c) shall be \$1,250,000 (the “**Minimum Fee**”).

Notwithstanding the foregoing, Piper Jaffray shall not be paid both a Restructuring Fee and a Sale Fee in connection with the same transaction. For the avoidance of doubt, where the nature of the transaction and services provided may fall into more than one category, the highest of any of the Restructuring Fee or Sale Fee shall apply. In addition, Piper Jaffray shall not be paid a fee with respect to any DIP financing provided to and incurred by the Company.

For the purpose of calculating a Sale Fee, “**Transaction Value**” shall include without limitation and without duplication: (i) all cash (including escrowed amounts, and other withheld amounts) paid or payable to the Company or its owners by the purchaser in the transaction; (ii) the fair market value of all notes, securities and other property issued or delivered or to be issued or delivered to the Company by the purchaser in the transaction; (iii) indebtedness for borrowed money of the Company assumed by the purchaser in an acquisition of assets and the amount of any capitalized lease obligations of the Company that are assumed by the purchaser in an acquisition of assets; (iv) the net present value of any contingent payments (whether or not related to future earnings or operations); and (v) the amount of any extraordinary dividends or distributions payable to the Company’s securityholders after repayment in full of all bank debt and other senior obligations as required under the Bankruptcy Code. For purposes of computing Transaction Value hereunder, non-cash consideration shall be valued as follows: (a) publicly traded securities shall be valued at the average of their closing prices (as reported in The Wall Street Journal or other reputable source reasonably designated by us if The Wall Street Journal does not publish such closing prices) for the five trading days prior to the closing of the transaction, (b) options shall be valued using the treasury stock method without giving effect to tax implications, and (c) any other non-cash consideration shall be valued at the fair market value thereof as determined in good faith by us and the Company.

3. EXPENSES

In addition to our fees for professional services, the Company agrees that it will promptly reimburse us for all of our reasonable out-of-pocket costs and expenses (“*Expenses*”) (including, without limitation, (i) reasonable legal fees and expenses of Piper Jaffray, (ii) reasonable appraisal, consulting and audit fees, and (iii) reasonable travel and hotel expenses, document delivery, and publicity costs) and for a reasonable allocation of database, courier and communication costs, incurred by Piper Jaffray in connection with each transaction contemplated hereby and the Engagement, as incurred by Piper Jaffray. The Company’s obligation to reimburse expenses incurred by us in connection with the Engagement will survive the completion or termination of the Engagement.

4. BANKRUPTCY COURT APPROVAL

In the event that the Company is or becomes a debtor under Chapter 11 of the Bankruptcy Code, whether voluntarily or involuntarily, the Company shall use its reasonable efforts to seek an order authorizing our employment pursuant to the terms of this Agreement, as a professional person pursuant to, and subject to the standard of review of, Sections 327(a) and 328(a) of title 11 of the Bankruptcy Code, the applicable Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”) and applicable local rules and orders and not subject to any other standard of review under Section 330 of the Bankruptcy Code. In so agreeing to seek our retention under Sections 327(a) and 328(a) of the Bankruptcy Code, the Company acknowledges that it believes that our general restructuring experience and expertise, our knowledge of the capital markets and our merger and acquisition capabilities will inure to the benefit of the Company in pursuing any transaction, that the value to the Company of our services derives in substantial part from that expertise and experience and that, accordingly, the structure and amount of the contingent Fees are reasonable regardless of the number of hours to be expended by our professionals in the performance of the services to be provided hereunder. The Company shall submit our employment application as soon as practicable following the Company’s filing of a voluntary Chapter 11 case, or the entry of an order for relief in any involuntary case filed against the Company, and use its reasonable efforts to cause such application to be considered on a prompt basis. The employment application and the proposed order authorizing our employment shall be provided to us as much in advance of any Chapter 11 filing as is practicable, to enable us to review and approve (in our sole discretion) any such application or order prior to its filing. Following entry of the order authorizing our employment, the Company shall pay all Fees and Expenses due pursuant to this Agreement as promptly as possible subject to (i) the approval of the court having jurisdiction of the bankruptcy case involving the Company (the “*Bankruptcy Court*”), (ii) any fee and expense guidelines, orders of the Bankruptcy Court, the Bankruptcy Rules and applicable local rules and orders, and (iii) any requirements governing interim and final fee applications. The Company will work with us to promptly file any and all necessary applications regarding such fees and expenses with the Bankruptcy Court. We shall have no obligation to provide services under this Agreement in the event that the Company becomes a debtor under the Bankruptcy Code unless our retention under this Agreement is approved under Sections 327(a) and 328(a) of the Bankruptcy Code by final order of the Bankruptcy Court which is acceptable to us and which approves this Agreement in all material respects. If the order authorizing our employment is not obtained, or is later reversed, modified or set aside for any reason, we may terminate this Agreement, and the Company shall promptly reimburse us for all Fees and Expenses due hereunder, including any Fees due or to become due under the tail period described in the **TERMINATION** section below. Prior to commencing a Chapter 11 case, the Company shall pay all amounts then due and payable to us in cash. The terms of this Section are solely for our benefit, and may be waived, in whole or in part, only by us.

5. EXPERTISE

The Company acknowledges and agrees that Piper Jaffray's restructuring expertise as well as its capital markets knowledge, financing skills and mergers and acquisitions capabilities, some or all of which may be required by the Company during the term of our Engagement hereunder, were important factors in determining the amount of the various fees set forth herein, and that the ultimate benefit to the Company of our services hereunder could not be measured merely by reference to the number of hours to be expended by our professionals in the performance of such services. The Company also acknowledges and agrees that the various fees set forth herein have been agreed upon by the parties in anticipation that a substantial commitment of professional time and effort will be required of us and our professionals hereunder over the life of the Engagement, and in light of the fact that such commitment may foreclose other opportunities for us and that the actual time and commitment required of us and our professionals to perform their services hereunder may vary substantially from week to week or month to month, creating "peak load" issues for the firm. In addition, given the numerous issues which we may be required to address in the performance of our services hereunder, our commitment to the variable level of time and effort necessary to address all such issues as they arise, and the market prices for our services for engagements of this nature in an out-of-court context, the Company agrees that all of the fee arrangements specified herein are commercially reasonable.

6. COMPANY INFORMATION

You agree to furnish Piper Jaffray with such information about the Company, and its subsidiaries and affiliates and the transactions contemplated hereby as Piper Jaffray reasonably requests, including information to be included in a prospectus (including any related registration statement), private placement memorandum, offering memorandum or circular or other disclosure document. You hereby represent and covenant to Piper Jaffray that (a) all information other than the Projections (as defined below) that has been or will be made available to Piper Jaffray by you, or any of your representatives in connection with the transactions contemplated hereby (the "**Information**"), when taken as a whole, is and will be complete and correct in all material respects and does not and will not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements contained therein, in the light of the circumstances under which such statements are made, not misleading and (b) all financial projections that have been or will be made available to Piper Jaffray by you, or any of your representatives in connection with the transactions contemplated hereby (the "**Projections**") have been and will be prepared in good faith and will be based upon assumptions believed by you to be reasonable (it being understood that projections by their nature are inherently uncertain and no assurances are being given that the results reflected in the Projections will be achieved).

You agree that if at any time prior to the Closing Date any of the representations in the preceding sentence are or would be no longer accurate and complete in all material respects, if the Information and Projections were being furnished or delivered, and such representations were being made, at any such time, then you will promptly supplement, or cause to be supplemented, the Information and Projections so that such representations will be correct in all material respects at such time. You also agree to promptly advise Piper Jaffray of all developments materially affecting the Company or any of its subsidiaries or affiliates or the transactions contemplated hereby. Subject to its confidentiality obligations to you, you acknowledge that Piper Jaffray may share with any of its affiliates, and such affiliates may share with Piper Jaffray, any information related to the Company or any of its subsidiaries or affiliates (including, without limitation, in each case, information relating to creditworthiness) and the transactions contemplated hereby.

In conducting the transactions hereunder, you acknowledge that Piper Jaffray is and will be using and relying on the Information without independent verification thereof.

7. WORK PRODUCT

All documents, materials or information of any kind created by us in connection with this engagement, including, without limitation, any written reports, memoranda, analyses, work papers or status summaries, whether or not delivered to the Company, are work product (collectively, “*Work Product*”). You agree not to use any Work Product except in connection with any transaction contemplated by this Agreement or otherwise within the scope of the Engagement, and not for any other purpose. Unless otherwise expressly agreed, no one, other than senior management or the Company’s Board of Directors, is authorized to rely upon the Work Product. You may not publicly disclose, summarize, excerpt from or otherwise refer to any Work Product rendered by us, whether formal or informal, without our prior written consent. Notwithstanding the foregoing, the Company may disclose Work Product if, upon written advice of outside counsel, and then only to the extent required by law, order of a court of competent jurisdiction, or legal process, provided the Company shall provide us prior written notice of such requirement and cooperate with us to seek reasonable protective treatment of such Work Product.

8. SCOPE OF PIPER JAFFRAY’S SERVICES

In performing its services pursuant to this Agreement, Piper Jaffray is not assuming any responsibility for the decision of the Company or any other party to pursue (or not to pursue) any business strategy or to effect (or not to effect) any Restructuring or other transaction contemplated hereby. Piper Jaffray shall not be responsible for providing or deemed to have provided any tax, accounting, actuarial, legal or other specialist advice.

9. INDEMNIFICATION AND CONTRIBUTION

Annex A is hereby incorporated by reference into and made a part of this Agreement.

10. USE AND DISCLOSURE OF ADVICE AND INFORMATION

You acknowledge that all opinions and advice we render, whether formal or informal, are intended solely for the benefit and use of your Board of Directors in its consideration of the Restructuring or any other transaction contemplated hereby. Except to the Board of Directors, your senior management and their professional advisors, no advice or opinion we render, whether formal or informal, may be disclosed, in whole or in part, or summarized, excerpted from, or otherwise referred to without our prior written consent, which consent will not be unreasonably withheld.

To help the United States government fight the funding of terrorism and money laundering activities, the federal law of the United States requires all financial institutions to obtain, verify and record information that identifies each person with whom they do business. This means we must ask you for certain identifying information, including a government-issued identification number (e.g., a U.S. taxpayer identification number) and such other information or documents that we consider appropriate to verify your identity, such as certified articles of incorporation, a government-issued business license, a partnership agreement or a trust instrument.

You agree that Piper Jaffray has the right to place advertisements in financial and other newspapers and journals at its own expense describing its services to you.

11. REPRESENTATIONS, WARRANTIES AND AGREEMENTS OF PIPER JAFFRAY

We represent and warrant to you that Piper Jaffray is a broker-dealer registered with the U.S. Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended, and is a member firm of FINRA, and at all times relevant to this engagement, will maintain such registration and membership.

12. OTHER MATTERS RELATING TO OUR ENGAGEMENT

You acknowledge and agree that you have retained Piper Jaffray solely to provide the services set forth in this Agreement and that your engagement of Piper Jaffray shall not be deemed to be on behalf of, and is not intended to confer rights upon, any of your affiliates, security holders, creditors or other persons not a party hereto as against Piper Jaffray or any of its affiliates or any of their respective directors, officers, agents, employees or representatives.

In rendering such services, we will act as an independent contractor. You acknowledge and agree that nothing in this Agreement is intended to create duties to you beyond those expressly provided for in this Agreement, and we expressly disclaim the creation of any fiduciary or agent relationship on our part. In no event, shall Piper Jaffray or any of its affiliates or agents be responsible or liable as a fiduciary to you or any of your affiliates, security holders, creditors, or employees, or any other person making any claim on behalf of or through you or any of your affiliates, security holders, creditors or employees, in connection with any activity that Piper Jaffray may undertake or has undertaken in furtherance of a transaction or otherwise pursuant to this Agreement, either before or after the date hereof.

You acknowledge that Piper Jaffray is a securities firm engaged in securities trading and brokerage activities and providing investment banking and financial advisory services. You further acknowledge that affiliates of Piper Jaffray engage in investment advisory and asset management activities, both for their own accounts and for those of their clients. In the ordinary course of business, we and our affiliates may at any time hold long or short positions, and may trade or otherwise effect transactions, for their own account or the accounts of customers, in your debt or equity securities, or the debt or equity securities of your affiliates or other entities that may be involved in the transactions contemplated by this Agreement.

In connection with the services to be provided hereunder, Piper Jaffray may employ the services of its affiliates and may share with any such affiliate any information concerning the Company in accordance with the terms of this Agreement. Any affiliate so employed shall be entitled to all of the benefits afforded to Piper Jaffray hereunder and shall be entitled to be reimbursed for its expenses on the same basis as Piper Jaffray.

In addition, we and our affiliates may from time to time perform various investment banking and financial advisory services for other clients and customers who may have conflicting interests with respect to you. Except as otherwise provided herein or by separate agreement with you, we and our affiliates will not use confidential information obtained from you pursuant to this engagement in connection with the performance by us and our affiliates of services for other companies, and we and our affiliates will not furnish any such information to other companies. You also acknowledge that we and our affiliates have no obligation to use in connection with this engagement or to furnish you, confidential information obtained from other companies.

Furthermore, you acknowledge we may have fiduciary or other relationships whereby we or our affiliates may exercise voting power over securities of various persons, which securities may from time to time include securities of the Company. You acknowledge that we or such affiliates may exercise such powers and otherwise perform our functions in connection with such fiduciary or other relationships without regard to our relationship to you hereunder.

You acknowledge that we are not an advisor as to legal, tax, accounting or regulatory matters in any jurisdiction. You should consult with your own advisors concerning such matters and are responsible for making your own independent investigation and appraisal of the transactions contemplated by this agreement, and we have no responsibility or liability to you with respect such matters.

If the definitive transaction agreement includes a provision which disclaims on behalf of you any representation, warranty or agreement, not made in writing in the definitive transaction agreement, you will use your best efforts to include in such agreement a similar disclaimer for the benefit of Piper Jaffray and an acknowledgment by the acquiring party of Piper Jaffray's third party beneficiary status in respect of such disclaimer.

13. CONFIDENTIALITY

This Agreement is delivered to you upon the condition that neither the existence of this Agreement, nor any of its contents shall be disclosed by you or any of your affiliates, directly or indirectly, to any other person, except that such existence and contents may be disclosed (i) as may be compelled in a judicial or administrative proceeding or as otherwise required by law and (ii) to your directors, officers, employees, legal counsel, accountants, lenders and their legal counsel and advisors in each case on a confidential and "need-to-know" basis and only in connection with the transactions contemplated hereby.

14. TERMINATION

The engagement of Piper Jaffray hereunder may be terminated (i) by Piper Jaffray at any time or (ii) by you on the date that is 12 months after the date hereof, in each case by prior written notice thereof to the other party; *provided*, that the provisions under the headings **COMPENSATION, EXPENSES, INDEMNIFICATION AND CONTRIBUTION** (including Annex A), **CONFIDENTIALITY**, and **MISCELLANEOUS** shall survive any termination of this Engagement; *provided, however*, that prior to any such termination by you, you shall have paid or cause to be paid to Piper Jaffray any fees or other amounts due to Piper Jaffray hereunder; *provided, further*, that in the case of termination by you, we shall be entitled to be paid the full amount of our Fees if, within 9 months of such termination, (x) any Restructuring and/or Sale is effected, or (y) the Company agrees to a Restructuring and/or Sale which is subsequently effected, at any time. Notwithstanding the foregoing, the Company may terminate this engagement on or before January 1, 2020 without the payment of any Minimum Fee and without Piper Jaffray having any additional right to any compensation from the Company. No Minimum Fee will be due if the Bankruptcy Court does not approve Piper Jaffray's retention on the basis of a conflict of interest provided the Company has fully complied with Paragraph 4 hereof.

15. MISCELLANEOUS

This Agreement shall be governed by, and construed in accordance with, the laws of the State of New York. You and we hereby waive any right to trial by jury with respect to any claim, action or counterclaim (whether based in contract, tort or otherwise) in connection with any dispute arising out of this Agreement or any of the matters contemplated herein. You further agree that the foregoing provisions of this paragraph shall also apply to your subsidiaries to the same extent as to you, and that Piper Jaffray's obligations hereunder are being made in reliance on your foregoing agreements.

This Agreement shall not be assignable by either party without the prior written consent of the other party, provided, however, that either party shall have the absolute right to assign this Agreement to any party that is a successor to the assigning party by contract or operation of law. Any purported assignment to a non-successor party without such prior written consent shall be void.

Piper Jaffray reserves the right to employ the services of its affiliates in providing services contemplated by this Agreement and to allocate, in whole or in part, to its affiliates certain fees payable to Piper Jaffray in such manner as Piper Jaffray and its affiliates may agree, in Piper Jaffray's sole discretion.

You further acknowledge that Piper Jaffray may share with any of its affiliates, and such affiliates may share with Piper Jaffray, any information related to the Company or any of its subsidiaries or affiliates (including, without limitation, information relating to creditworthiness) and the transactions contemplated hereby; provided that Piper Jaffray agrees to treat, and cause any such affiliate to treat, all non-public information provided to us by you as confidential information in accordance with customary banking industry practices.

This Agreement constitutes the entire agreement between the parties relating to the subject matter hereof and supersedes any and all previous agreements and understandings, oral or written, relating to such subject matter, except for the Non-Disclosure Agreement, dated December 3, 2019. No party has been authorized by Piper Jaffray to make any oral or written statements or agreements that are inconsistent with this Agreement. This Agreement may not be amended or any provision hereof waived or modified except by an instrument in writing signed by Piper Jaffray and you. This Agreement may be executed in any number of counterparts, each of which shall be an original and all of which, when taken together, shall constitute one agreement. Delivery of a manually executed counterpart of a signature page of this Agreement by e-mail in PDF format shall be effective as delivery of the hardcopy original signature page. Headings are for convenience of reference only and shall not affect the construction of, or be taken into consideration when interpreting, this Agreement.

Except with respect to any Indemnified Person as set forth in Annex A hereto, this Agreement is intended for the benefit of the parties hereto and, is not intended to confer any benefits upon, or create any rights in favor of, and may not be relied on by, any persons other than the parties hereto.

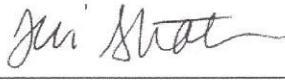
[Signature Page Follows]

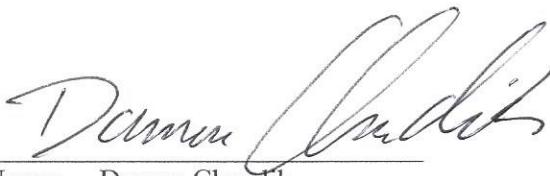
-10-

We are delighted to accept this engagement and look forward to working with you. Please confirm that the foregoing is our mutual understanding by signing in the appropriate space below and returning this letter to us.

Sincerely,

PIPER JAFFRAY & CO.

By: 
Name: Teri Stratton
Title: Managing Director

By: 
Name: Damon Chandik
Title: Managing Director

Accepted and Agreed to as of
the date first above written:

THE KRYSTAL COMPANY

By: 
Name: Jonathan Tibus
Title: CRO

Annex A

You agree to (i) indemnify and hold harmless us, our affiliates (within the meaning of the Securities Act of 1933), and each of our respective past, present and future partners, managers, members, directors, officers, agents, consultants, employees and controlling persons (within the meaning of the Securities Act of 1933, as amended or Section 20 of the Securities Exchange Act of 1934, as amended) (each of Piper Jaffray and such other person or entity is hereinafter referred to as an "Indemnified Person"), to the fullest extent lawful from and against any losses, claims, damages, liabilities and expenses, joint or several, asserted by or attributable to any third party, and all actions, inquiries, proceedings and investigations in respect thereof, to which any Indemnified Person may become subject, arising out of or in connection with our engagement under, or any matter referred to in the agreement to which this Annex A is attached and of which this Annex A forms a part (whether occurring before, at, or after the date hereof) (including this Annex A, this "Agreement"), regardless of whether any of such Indemnified Persons is a party thereto, and (ii) periodically reimburse an Indemnified Person for such person's legal and other expenses as may be incurred in connection with investigating, preparing, defending, paying, settling or compromising any such action, inquiry, proceeding or investigation, whether or not such action, inquiry, proceeding or investigation is initiated or brought by you, your creditors or stockholders, or any other person. You are not responsible under clause (i) of the foregoing sentence for any losses, claims, damages, liabilities or expenses to the extent that such loss, claim, damage, liability or expense has been finally judicially determined to have resulted primarily and directly from actions taken or omitted to be taken by such Indemnified Person due to such person's gross negligence, willful misconduct or bad faith. To the extent that any prior payment you made to an Indemnified Person is determined to have been improper by reason of such Indemnified Person's gross negligence, willful misconduct or bad faith, such Indemnified Person will promptly reimburse you such amount.

If the indemnity or reimbursement referred to above is, for any reason whatsoever, unenforceable, unavailable or otherwise insufficient to hold each Indemnified Person harmless, you agree to pay to or on behalf of each Indemnified Person contributions for losses, claims, damages, liabilities or expenses so that each Indemnified Person ultimately bears only a portion of such losses, claims, damages, liabilities or expenses as is appropriate (i) to reflect the relative benefits received by each such Indemnified Person, respectively, on the one hand and you and your stockholders on the other hand in connection with the Transaction or (ii) if the allocation on that basis is not permitted by applicable law, to reflect not only the relative benefits referred to in clause (i) of the foregoing sentence but also the relative fault of each such Indemnified Person, respectively, and you as well as any other relevant equitable considerations; provided, however, that in no event will the aggregate contribution of all Indemnified Persons to all losses, claims, expenses, damages, liabilities or expenses in connection with any Transaction exceed the amount of the fee actually received by us pursuant to this Agreement. The respective relative benefits received by us and you in connection with any Transaction will be deemed to be in the same proportion as the aggregate fee paid or proposed to be paid to Piper Jaffray in connection with the Transaction bears to the Aggregate Transaction Value paid or proposed to be paid in the Transaction, whether or not consummated.

Promptly after its receipt of notice of the commencement of any action or proceeding, any Indemnified Person will, if a claim in respect thereof is to be made against you pursuant to this Agreement, notify you in writing of the commencement thereof, but omission to so notify you will not relieve you from any liability which you may have to any Indemnified Person, except to the extent that you suffer actual prejudice as a result of such failure; provided, however, under no circumstances will such omission relieve you from your obligation to indemnify any Indemnified Person pursuant to applicable statutory law, common law, or contractual obligations otherwise than hereunder. If you so elect, you may assume

the defense of such action or proceeding in a timely manner, including the employment of counsel (reasonably satisfactory to us) and payment of expenses, provided you permit an Indemnified Person and counsel retained by an Indemnified Person at its expense to participate in such defense. Notwithstanding the foregoing, in the event (i) you fail promptly to assume the defense and employ counsel reasonably satisfactory to us, or (ii) the Indemnified Person has been advised by counsel that there exist actual or potential conflicting interests between you or your counsel and such Indemnified Person, an Indemnified Person may employ separate counsel (in addition to local counsel) to represent or defend such Indemnified Person in such action or proceeding, and you agree to pay the fees and disbursements of such separate counsel as incurred; provided however, that you will not, in connection with any one such action or proceeding, or separate but substantially similar actions or proceedings arising out of the same general allegations, be liable for fees and expenses of more than one separate firm of attorneys (in addition to any local counsel).

You will not, without our prior written consent, settle or compromise or consent to the entry of any judgment in any pending or threatened claim, action, suit or proceeding in respect of which indemnification or contribution may be sought under this agreement, unless such settlement, compromise or consent includes an express, complete and unconditional release of us and each other Indemnified Person from all liability and obligations arising therefrom and does not include any admission of fault on the part of us or any other Indemnified Person. Without your prior written consent, which will not be unreasonably withheld, delayed or conditioned, no Indemnified Person will settle or compromise any claim for which indemnification or contribution may be sought hereunder. Notwithstanding the foregoing sentence, if at any time an Indemnified Person requests that you reimburse the Indemnified Person for fees and expenses as provided in this agreement, you agree that you will be liable for any settlement of any proceeding effected without your prior written consent if (i) such settlement is entered into more than 30 days after receipt by you of the request for reimbursement, and (ii) you will not have reimbursed the Indemnified Person in accordance with such request prior to the date of such settlement.

The provisions of this Annex A shall apply to any modifications of this Agreement, shall be in addition to any liability that the Company may otherwise have, and shall be binding on and inure to the benefit of any of (i) the Company's successors or assigns and (ii) each Indemnified Person. The provisions of this Annex A shall survive the consummation of any Transaction, as well as any termination or completion of the relationship established by this Agreement, and shall remain operative and in full force and effect. Nothing, however, in this Annex A is intended to confer any right or remedy on any person or entity other than the parties to this Agreement and their respective successors and assigns, other than the Indemnified Persons.

You also agree that no Indemnified Person will have any liability to you or your affiliates, directors, officers, employees, agents, creditors or stockholders, directly or indirectly, related to or arising out of the Agreement or the services performed hereunder, except losses, claims, damages, liabilities and expenses you incur which have been finally judicially determined to have resulted primarily and directly from actions taken or omitted to be taken by such Indemnified Person due to such person's gross negligence, willful misconduct or bad faith. In no event, regardless of the legal theory advanced, will any Indemnified Person be liable for any consequential, indirect, incidental or special damages of any nature. Your indemnification, reimbursement, exculpation and contribution obligations in this Annex A will be in addition to any rights that any Indemnified Person may have at common law or otherwise.

Capitalized terms used, but not defined in this Annex A, have the meanings assigned to such terms in the Agreement.